



2023 ANNUAL MEETING OF SHAREHOLDERS

NOTICE-AND-ACCESS NOTIFICATION TO SHAREHOLDERS

You are receiving this notification as Wealth Minerals Ltd. (the “Company”) has decided to use the notice and access model for delivery of meeting materials for its 2023 Annual General Meeting (“Meeting”) to its shareholders. This Notice of Meeting is prepared under the notice-and-access rules that came into effect on February 11, 2013 under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*. Under notice and access, shareholders still receive a proxy or voting instruction form enabling them to vote at the Meeting. However, instead of a paper copy of the management information circular (the “Information Circular”), shareholders receive this notice with information on how they may access such materials electronically. The use of this alternative means of delivery is more environmentally responsible as it will help reduce paper use and will also reduce the cost of printing and mailing Meeting materials to shareholders.

MEETING DATE AND LOCATION

Date & Time: Friday, May 26, 2023 at 2:00 p.m. PDT

Place: #2710 – 200 Granville Street
Vancouver, British Columbia
Canada V6C 1S4

SHAREHOLDERS WILL BE ASKED TO CONSIDER AND VOTE ON THE FOLLOWING MATTERS:

Number of Directors: Shareholders will be asked to set the number of directors of the Company at five (5). Information may be found in the “Election of Directors” section of the Information Circular.

Election of Directors: Shareholders will be asked to elect the directors of the Company for the ensuing year. Information may be found in the “Election of Directors” section of the Information Circular.

Appointment of Auditor: Shareholders will be asked to appoint Smythe LLP, Chartered Professional Accountants as the Company’s auditor for the fiscal year ending November 30, 2023, and to authorize the Company’s directors to fix the auditor’s remuneration. Information may be found in the “Appointment of Auditor” section of the Information Circular.

Approval of 2004 Stock Option Plan: Shareholders will be asked to consider, and if thought fit, to pass an ordinary resolution providing for the yearly re-approval of the Company’s 2004 Incentive Stock Option Plan as required by the TSX Venture Exchange, Inc. Information may be found in the “Particulars of Matters to be Acted Upon – Annual Re-Approval of 2004 Incentive Stock Option Plan” section of the Information Circular.

Other Business: Shareholders may be asked to consider other items of business that may be properly brought before the Meeting. Information respecting the use of discretionary authority to vote on any such other business may be found in the “Proxy Instructions” section of the Information Circular.

Reference is made to the Information Circular of the Company dated April 11, 2023, which contains additional details concerning the matters outlined above.

SHAREHOLDERS ARE REMINDED TO VIEW THE INFORMATION CIRCULAR FOR THE MEETING PRIOR TO VOTING

WEBSITE WHERE MEETING MATERIALS ARE POSTED:

<http://www.wealthminerals.com/investors/annual-general-meeting>

Materials for the Meeting may also be viewed online at: www.sedar.com

HOW TO OBTAIN PAPER COPIES OF THE MEETING MATERIALS:

Shareholders may request paper copies of the materials for the Meeting be sent to them by postal delivery at no cost to them. Requests may be made up to one (1) year from the date the Information Circular was filed on SEDAR through the internet by going to:

INTERNET: www.wealthminerals.com
TELEPHONE: Toll-free in North America at 1-888-331-0096
EMAIL: marla@wealthminerals.com

Requests should be received at least five (5) business days in advance of the proxy cut-off date set out in the accompanying proxy or voting instruction form in order to receive the meeting materials in advance of the date of the Meeting.

VOTING:

YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your securities, you must vote using the method set out in the enclosed voting instruction form or proxy.

Registered shareholders are asked to return their proxies using the following methods by the proxy deposit date noted on your proxy, which is by 2:00 p.m. on Wednesday, May 24, 2023:

INTERNET: Go to proxy@endeavortrust.com and follow the instructions.
FACSIMILE: Fax to Endeavor Trust Corporation. at 604-559-8908.
MAIL: Complete the form of proxy or any other proper form of proxy, sign it and mail it to:
Endeavor Trust Corporation
Suite 702, 777 Hornby Street,
Vancouver, BC V6Z 1S4

Beneficial Holders are asked to return their voting instructions using the following methods at least one business day in advance of the proxy deposit date noted on your voting instruction form:

INTERNET: Go to proxyvote.com and follow the instructions.
MAIL: Complete the voting instruction form, sign it and mail it in the envelope provided.

Shareholders with questions about notice and access can call toll free at 1-888-787-0888.