

FORM D

NOTICE OF SALE OF SECURITIES

PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION

1347542



06042736

Name of Offering (  check if this is an amendment and name has changed, and indicate change.)

**Wealth Minerals Ltd. July 2006 Private Placement**

Filing Under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6) ULOE

Type of Filing  New Filing  Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer

Name of Issuer (  check if this is an amendment and name has changed, and indicate change.)

**Wealth Minerals Ltd.**

Address of Executive Offices (Number and Street, City, State, Zip Code)  
**1901 - 1177 West Hastings Street, Vancouver, British Columbia  
V6E 2K3**

Telephone Number (Including Area Code)  
**604-331-0096**

Address of Principal Business Operations (if different from Executive Offices) (Number and Street, City, State, Zip Code)

PROCESSED

Telephone Number (Including Area Code)

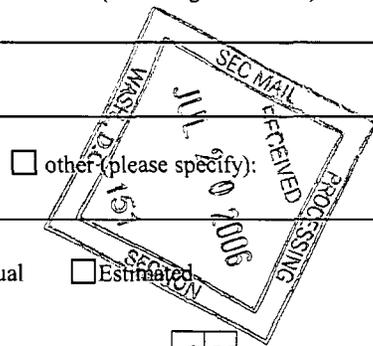
Brief Description of Business

**Mineral exploration**

AUG 01 2006 E

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed  LLC, to be formed

THOMSON  
FINANCIAL



Actual or Estimated Date of Incorporation or Organization: Month Year  Actual  Estimated  
**1 0 9 4**

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction)

CN

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Handwritten signature

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

**Pogue, Jerry**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1901 - 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

**Freeman, Gary**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1901 - 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

**Van Alphen, Henk**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1901 - 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

**Bartlett, Michael**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1901 - 1177 West Hastings Street, Vancouver, British Columbia V6E 2K3**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General Partner  
Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

- |   |  |   |
|---|--|---|
| <p>1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?<br/>                 Answer also in Appendix, Column 2, if filing under ULOE.</p>   | Yes<br><input type="checkbox"/>            | No<br><input checked="" type="checkbox"/> |
| <p>2. What is the minimum investment that will be accepted from any individual? .....</p>   | \$ <b>N/A</b>                              |   |
| <p>3. Does the offering permit joint ownership of a single unit? .....</p>  | Yes<br><input checked="" type="checkbox"/> | No<br><input type="checkbox"/>            |
| <p>4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. <i>N/A</i></p> |  |   |

Full Name (Last name first, if individual)

**Pacific International Securities (U.S.) Inc.**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Suite 1900, 666 Burrard Street, Vancouver, British Columbia V6C 3N1**

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

- |  |                             |                             |                             |  |                             |                             |                             |                             |                             |                             |                             |                             |
|--|-----------------------------|-----------------------------|-----------------------------|--|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL            | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input checked="" type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input checked="" type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY            | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT            | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ            | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI            | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX            | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
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| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

- |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |                             |
|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| <input type="checkbox"/> AL | <input type="checkbox"/> AK | <input type="checkbox"/> AZ | <input type="checkbox"/> AR | <input type="checkbox"/> CA | <input type="checkbox"/> CO | <input type="checkbox"/> CT | <input type="checkbox"/> DE | <input type="checkbox"/> DC | <input type="checkbox"/> FL | <input type="checkbox"/> GA | <input type="checkbox"/> HI | <input type="checkbox"/> ID |
| <input type="checkbox"/> IL | <input type="checkbox"/> IN | <input type="checkbox"/> IA | <input type="checkbox"/> KS | <input type="checkbox"/> KY | <input type="checkbox"/> LA | <input type="checkbox"/> ME | <input type="checkbox"/> MD | <input type="checkbox"/> MA | <input type="checkbox"/> MI | <input type="checkbox"/> MN | <input type="checkbox"/> MS | <input type="checkbox"/> MO |
| <input type="checkbox"/> MT | <input type="checkbox"/> NE | <input type="checkbox"/> NV | <input type="checkbox"/> NH | <input type="checkbox"/> NJ | <input type="checkbox"/> NM | <input type="checkbox"/> NY | <input type="checkbox"/> NC | <input type="checkbox"/> ND | <input type="checkbox"/> OH | <input type="checkbox"/> OK | <input type="checkbox"/> OR | <input type="checkbox"/> PA |
| <input type="checkbox"/> RI | <input type="checkbox"/> SC | <input type="checkbox"/> SD | <input type="checkbox"/> TN | <input type="checkbox"/> TX | <input type="checkbox"/> UT | <input type="checkbox"/> VT | <input type="checkbox"/> VA | <input type="checkbox"/> WA | <input type="checkbox"/> WV | <input type="checkbox"/> WI | <input type="checkbox"/> WY | <input type="checkbox"/> PR |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)



**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$ 2,499,359

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness.....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
General Working Capital.....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>693,933</u>
Other (specify) <u>Funding of uranium exploration project in Argentina, ongoing mineral</u>	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>1,288,733</u>
<u>Property investigations, potential acquisitions, and general exploration expenditures on</u>		
<u>Mackenzie Gold Project in British Columbia.</u>	<input type="checkbox"/> _____	<input checked="" type="checkbox"/> <u>516,693</u>
Column Totals .....	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> \$ <u>2,499,359</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$ <u>2,499,359</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) <b>Wealth Minerals Ltd.</b>	Signature 	Date <b>July 18, 2006</b>
Name of Signer (Print or Type) <b>Henk Van Alphen</b>	Title of Signer (Print or Type) <b>President and Director</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

# Wealth Minerals Ltd. (the "Issuer")

## **"Exhibit A"**

### **Items C.1 of Form D**

This Offering consisted of a brokered portion, which closed on July 12, 2006 and a non-brokered portion, which closed on July 13, 2006.

Certain offers and sales of brokered Units were effected within the United States solely to "accredited investors" as defined in Rule 501(a) of Regulation D ("Regulation D") under the U.S. Securities Act of 1933, as amended (the "Securities Act"), in reliance upon Rule 506 thereunder, by Pacific International Securities (U.S.) Inc., the U.S. registered broker-dealer affiliate of Pacific International Securities Inc. (the "Agent").

The brokered portion of the Offering, comprised of flow-through units (the "FT Units") and non-flow through units (the "Units"), and the Non-Brokered Offering of Units were effected outside the United States by the Agent and a Finder in reliance upon Rule 903(b)(1) of Regulation S ("Regulation S") under the Securities Act.

In the brokered portion of the Offering, the Issuer offered and sold 1,230,000 Units at \$1.75 CDN per Unit and 300,000 FT Units at \$1.95 CDN per FT Unit, for gross proceeds of \$ 2,410,832 US [\$2,737,500 CDN]. In the non-brokered portion of the Offering, the Issuer offered and sold 170,000 Units at \$1.75 CDN per Unit for gross proceeds of \$262,832 US [\$297,500 CDN].

### **Item C.2 of Form D**

Of the total Units offered and sold in this Offering, 685,500 Units were sold in the United States by the Issuer for gross proceeds of \$1,056,473 US [\$1,199,625 CAD].

These offers and sales of Units were made in accordance with Rule 506 of Regulation D by Pacific International Securities (U.S.) Inc. to a limited partnership fund residing in California and two private companies residing in Illinois, all such investors being accredited investors.

No sales commissions or other selling-related remuneration were paid or given directly or indirectly to any officer or director of the Issuer for the offers and sales of Units made to the above-mentioned accredited investors residing in California and Illinois.

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\*\*\*All dollar amounts on this Form D were converted to U.S. dollars from Canadian dollars using (1) the Bank of Canada noon rate of US/CDN 0.8807 (1.1355) as of July 12, 2006, the closing date of the brokered portion of the Offering and (2) the Bank of Canada noon rate of US/CDN 0.8835 (1.1319) as of July 13, 2006, the closing date of the non-brokered portion of the Offering.\*\*\*