

Wealth Minerals Ltd.
Form 20-F/A
March 26, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 20-F/A
Amendment No. 2**

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REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES
EXCHANGE ACT OF 1934

OR

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ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934

For the fiscal year ended November 30, 2006

OR

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TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934

OR

..

SHELL COMPANY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

Date of event requiring this shell company report _____ .

For the transition period from _____ to _____

Commission file number 0-29986

WEALTH MINERALS LTD.

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(Exact name of Registrant as specified in its charter)

British Columbia, Canada
(Jurisdiction of incorporation or organization)

#1901 1177 West Hastings Street, Vancouver, British Columbia, Canada V6E 2K3
(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act. N/A

Securities registered or to be registered pursuant to Section 12(g) of the Act.

Common shares without par value
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

20,541,142

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes

No

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

Yes

No

Note Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such report(s)), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark which financial statement item the registrant has elected to follow.

Item 17

Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

EXPLANATORY NOTE

This Form 20-F/A is Amendment No. 2 to the Form 20-F for the fiscal year ended November 30, 2006 filed by Wealth Minerals Ltd. (the Company) on June 18, 2007 (the Form 20-F). This Amendment No. 2 is being filed solely for the purpose of including the required certifications of the Chief Executive Officer and the Chief Financial Officer of the Company that were inadvertently omitted from Amendment No. 1 to the Form 20-F for the fiscal year ended November 30, 2006 filed on March 14, 2008.

This Form 20F/A consists of a cover page, this explanatory note, the signature page and the required certifications of the Chief Executive Officer and the Chief Financial Officer of the Company.

Except as described above, no change has been made to the Form 20-F, and the filing of this Form 20-F/A does not, and does not purport to, amend, update or restate any other section or Items of the Form 20-F and Amendment No. 1 thereto, or to reflect any events that have occurred after the Form 20-F and Amendment No. 1 thereto were filed.

Therefore, each Item or section not modified by this Form 20-F/A is as of the date of the Form 20-F or Amendment No. 1 thereto.

Exhibit
Number

- | | | |
|-----|---|---|
| 1.1 | Articles of the Company as adopted effective January 9, 2006. | * |
| 1.2 | Continuation Application as filed January 9, 2006 | * |
| 1.3 | Notice of Articles issued by the Registrar of Companies (B.C.) on January 9, 2006. | * |
| 1.4 | Certificate of Continuation (British Columbia) dated January 9, 2006 | * |
| 1.5 | Certificate of Discontinuance (Alberta) dated January 16, 2006 | * |
| 4.1 | Letter of Intent dated July 11, 2005 among the Company and the shareholders of Madero Minerals, S.A. | * |
| 4.2 | Option Agreement dated March 13, 2007 among Wealth Minerals Ltd., Valentin Paniagua Jara and Maria Ines Vidal Buckley de Paniagua (Chubut uranium | * |

- properties)
- 4.3 Option *
- Agreement dated March 13, 2007 among Wealth Minerals Ltd., Jose Miguel Ramirez Gaston Roe and Carolina Lizarraga Houghton (Chubut uranium properties)
- 4.4 Option *
- Agreement dated March 13, 2007 between Wealth Minerals Ltd. and Ina Marie Drago Ludoweig (Chubut Uranium properties)
- 4.5 Option *
- Agreement dated April 7, 2006 between the Company and Minera San Isidro S.A.C. (Radiante I property)
- 4.6 Option *
- Agreement dated April 7, 2006 between the Company and Minera San Isidro S.A.C. (Radiante II property)
- 4.7 Option *
- Agreement dated April 7, 2006 between the Company and Minera San Isidro S.A.C. (Hilton property)
- 4.8 Option *
- Agreement dated April 7, 2006 between the Company

- and Minera
Koripampa del
Peru S.A.
(Voluptuosa
property)
- 4.9 Option *
Agreement
dated May 2,
2005 among the
Company and
James Dawson,
Gary Belik,
Lawrence
Barry, Adam
Vary, and John
Robbins
(MacKenzie
Property)
- 4.10 2004 Incentive *
Stock Option
Plan
- 12.1 CEO 302
Certification
- 12.2 CFO 302
Certification
- 13.1 CEO 906
Certification
- 13.2 CFO 906
Certification
- 15.1 Audit *
Committee
Charter

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant certifies that it meets all of the requirements for filing on Form 20-F and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

WEALTH MINERALS CORP.

By:

/s/ Hendrik Van Alphen

Hendrik Van Alphen,

President and Chief Executive Officer

Date: March 26, 2008