

Wealth Minerals  
Form 20-F/A  
July 06, 2005

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

**FORM 20-F/A**

**Amendment No. 1**

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

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

For the fiscal year ended November 30, 2004. OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 0-29986

**WEALTH MINERALS LTD.**  
(Formerly Triband Enterprise Corp.)

(Exact name of Registrant as specified in its charter)

Alberta, Canada  
(Jurisdiction of incorporation or organization)

#1901 - 1177 W. Hastings St. Vancouver, B.C., V6E 2K3  
(Address of principal executive offices)

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

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

Common Shares Without Par Value  
(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. 10,783,642

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 reports), and (2) has been  
subject to such filing requirements for the past 90 days.

√ Yes      No

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

Item 17  Item 18

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**EXPLANATORY NOTE**

This 20-F/A is being filed by Wealth Minerals Ltd. (“Wealth”) as Amendment No. 1 to its Annual Report on Form 20-F for the fiscal year ended November 30, 2004, filed with the Securities and Exchange Commission on May 31, 2005 (the “Form 20-F”), for the purpose of filing Wealth’s financial statements which were inadvertently omitted from the original Form 20-F.

This 20-F/A consists of a cover page, this explanatory note, Items 17 and 19, the signature page, the financial statements as referenced under Item 17, and Exhibit Nos. 12.1, 12.2, 13.1 and 13.2 (CEO and CFO Certifications).

**Other than as expressly set forth above, this Form 20-F/A does not, and does not purport to, amend, update or restate the information in any Item of the Form 20-F or reflect any events that have occurred after the filing of the Form 20-F.**

**ITEM 17. FINANCIAL STATEMENTS**

The following items are included herein:

**Description of Statement**

- (a) Auditor’s Report
- (b) Consolidated Balance Sheets as of November 30, 2004 and 2003
- (c) Consolidated Statements of Operations and Cumulative Loss for each of the three years ended November 30, 2004, 2003 and 2002
- (d) Consolidated Statements of Cash Flows for each of the three years ended November 30, 2004, 2003 and 2002
- (e) Consolidated Statements of Shareholders’ Equity for each of the four years ended November 30, 2004, 2003, 2002 and 2001
- (f) Notes to the Consolidated Financial Statements

**WEALTH MINERALS LTD.**  
**(Formerly Triband Enterprise Corp.)**  
**(An Exploration Stage Company)**

**CONSOLIDATED FINANCIAL STATEMENTS**  
**(Expressed in Canadian Dollars)**

**NOVEMBER 30, 2004 AND 2003**

## AUDITORS' REPORT

**To the Shareholders of  
Wealth Minerals Ltd.  
(Formerly Triband Enterprise Corp.)  
(An Exploration Stage Company)**

We have audited the consolidated balance sheets of Wealth Minerals Ltd. (formerly Triband Enterprise Corp.) as at November 30, 2004 and 2003, and the consolidated statements of operations and cumulative loss, cash flows and shareholders' equity for each of the years in the three year period ended November 30, 2004 and the consolidated statements of operations and cumulative loss and cash flows for the period from the date of incorporation on October 7, 1994 to November 30, 2004. These consolidated financial statements, expressed in Canadian dollars, are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2004 and 2003, and the results of its operations and cumulative loss, cash flows and changes in shareholders' equity for each of the years in the three year period ended November 30, 2004 and the consolidated statements of operations and cumulative loss and cash flows for the period from the date of incorporation on October 7, 1994 to November 30, 2004, in accordance with Canadian generally accepted accounting principles.

Canadian generally accepted accounting principles vary in certain significant respects from accounting principles generally accepted in the United States. Application of accounting principles generally accepted in the United States would have affected results of operations and shareholders' equity for each of the years in the three-year period ended November 30, 2004, to the extent summarized in Note 16 of the consolidated financial statements.

The cumulative amounts from the date of incorporation on October 7, 1994 to November 30, 2000 were audited by other auditors who expressed an opinion without reservation on these financial statements in their report dated March 30, 2001.

**/s/ SADOVNICK TELFORD + SKOV**

**CHARTERED ACCOUNTANTS**

Vancouver, B.C.  
March 10, 2005

**WEALTH MINERALS LTD.**

(Formerly Triband Enterprise Corp.)

(An Exploration Stage Company)

**CONSOLIDATED BALANCE SHEETS**

(Expressed in Canadian Dollars)

AS AT NOVEMBER 30,

	Notes	2004	2003
<b>ASSETS</b>			
<b>Current</b>			
Cash and cash equivalents		\$ 2,798,485	\$ 64,899
Restricted cash		25,810	—
Receivables		16,978	2,993
Prepaid expenses	13	181,246	6,075
Due from related party	3 and 10	—	5,350
		3,022,519	79,317
<b>Property, plant and equipment</b>			
	4	13,463	10,170
<b>Investments</b>			
	6	1	27,565
		\$ 3,035,983	\$ 117,052
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
<b>Current</b>			
Accounts payable and accrued liabilities		\$ 65,700	\$ 37,950
Due to related parties	3 and 10	25,525	—
Due to affiliated company	3 and 10	—	2,594
		91,225	40,544
<b>NATURE AND CONTINUANCE OF OPERATIONS</b>			
	1		
<b>CONTINGENCIES AND COMMITMENTS</b>			
	13		
<b>Shareholders' equity</b>			
Capital stock	7	8,991,903	4,995,516
Contributed surplus	8 and 9	532,560	—
Share subscriptions	14	(30,375)	—
Deficit accumulated during the exploration stage		(6,549,330)	(4,919,008)
		2,944,758	76,508
		\$ 3,035,983	\$ 117,052

On behalf of the Board:

\_\_\_\_\_  
Director\_\_\_\_\_  
Director

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

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**WEALTH MINERALS LTD.**

(Formerly Triband Enterprise Corp.)

(An Exploration Stage Company)

**CONSOLIDATED STATEMENTS OF OPERATIONS AND CUMULATIVE LOSS**

(Expressed in Canadian Dollars)

	Cumulative Amounts From October 7, 1994 to November 30, 2004							
	2004		Years Ended November 30, 2003		2002			
<b>OPERATING EXPENSES</b>								
Amortization	\$	24,739	\$	2,438	\$	2,974	\$	3,047
Consulting fees (Note 10b)		725,612		238,116		82,800		100,522
Acquisition, exploration, and development costs (Note 10a)		2,158,405		504,262		27,783		57,664
Listing and transfer agent fees		246,478		81,156		20,730		23,979
Office		296,107		25,061		23,026		64,571
Professional fees		296,429		86,837		52,900		40,798
Property investigation		186,563		—		—		—
Rent (Note 10c)		118,130		21,845		17,333		78
Salaries and benefits		85,827		5,519		—		—
Shareholders' communications		420,412		30,938		11,853		4,175
Stock-based compensation (Note 9)		549,360		549,360		—		—
Travel		158,461		44,237		24,702		19,426
		(5,266,523)		(1,589,769)		(264,101)		(314,260)
<b>Interest income</b>		213,406		15,749		464		1,092
<b>Investment income</b>		27,565		—		—		—
<b>B.C. Capital taxes</b>		(31,909)		(31,909)		—		—
<b>Gain on writedown of due to affiliated company</b>		2,594		2,594		—		—
<b>Gain on sale of marketable securities</b>		100,703		—		—		—
<b>Gain (loss) on foreign exchange</b>		160,235		577		438		(1,917)
<b>Loss on disposal of property, plant and equipment</b>		(7,189)		—		—		—
<b>Impairment of mineral properties</b>		(1,100,722)		—		—		—
<b>Write-down of marketable securities</b>		(374,526)		—		—		—
<b>Write-down of investments</b>		(272,964)		(27,564)		—		—
<b>Net loss for the period</b>	\$	(6,549,330)	\$	(1,630,322)	\$	(263,199)	\$	(315,085)
<b>Basic and diluted loss per share</b>			\$	(0.24)	\$	(0.14)	\$	(0.22)
				6,732,969		1,908,609		1,428,195



**Basic and diluted weighted average  
common shares outstanding**

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

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**WEALTH MINERALS LTD.**

(Formerly Triband Enterprise Corp.)

(An Exploration Stage Company)

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Expressed in Canadian Dollars)

	Cumulative Amounts from October 7, 1994 to November 30, 2004	2004	Years Ended November 30,	
			2003	2002
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>				
Net loss for the period	\$ (6,549,330)	\$ (1,630,322)	\$ (263,199)	\$ (315,085)
Items not affecting cash (see Note 12a)	2,201,232	579,362	2,974	3,047
Changes in non-cash working capital items (see Note 12b)	(17,167)	(133,125)	23,422	2,098
<b>Net cash used in operating activities</b>	<b>(4,365,265)</b>	<b>(1,184,085)</b>	<b>(236,803)</b>	<b>(309,940)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>				
Proceeds on sale of marketable securities	488,027	—	—	—
Property, plant and equipment acquired	(51,574)	(5,731)	—	(6,841)
Proceeds on disposal of property, plant and equipment	6,183	—	—	—
Acquisition of mineral properties	(500,722)	—	—	—
Acquisition of marketable securities	(761,850)	—	—	—
Increase in investments	(245,400)	—	—	—
<b>Net cash used in investing activities</b>	<b>(1,065,336)</b>	<b>(5,731)</b>	<b>—</b>	<b>(6,841)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>				
Issuance of capital stock, net of issuance costs	8,254,896	3,949,212	175,500	508,150
Common shares committed to be issued	—	—	—	(125,000)
<b>Net cash provided by financing activities</b>	<b>8,254,896</b>	<b>3,949,212</b>	<b>175,500</b>	<b>383,150</b>
<b>Net change in cash and cash equivalents and restricted cash</b>	<b>2,824,295</b>	<b>2,759,396</b>	<b>(61,303)</b>	<b>66,369</b>
	—	64,899	126,202	59,833

**Cash and cash equivalents,  
beginning of period**

<b>Cash and cash equivalents and restricted cash, end of period</b>	\$	2,824,295	\$	2,824,295	\$	64,899	\$	126,202
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**Cash and cash equivalents and  
restricted cash consist of:**

Interest bearing balances with banks	\$	481,826	\$	64,899	\$	126,202
Term deposits		2,316,659		—		—
Term deposits, restricted		25,810		—		—
	\$	2,824,295	\$	64,899	\$	126,202

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

**WEALTH MINERALS LTD.**

(Formerly Triband Enterprise Corp.)

(An Exploration Stage Company)

**CONSOLIDATED STATEMENTS OF CASH FLOWS (Cont'd...)**

(Expressed in Canadian Dollars)

**Supplemental disclosures with respect to the consolidated statements of cash flows:**

	Cumulative Amounts from October 7, 1994 to November 30, 2004	Years Ended November 30,		
		2004	2003	2002
<b>Cash paid during the period for:</b>				
Interest	\$	—\$	— \$	— \$
Income taxes	\$	—\$	— \$	— \$

Since inception of the exploration stage, the Company has issued a total of 600,410 common shares (adjusted for roll-backs) for non-cash consideration as follows:

Year	Number of Shares	Amount	Consideration
2004	200,000	\$ 244,000	Acquisition of mineral property
2004	84,583	20,300	Shares for debts owing
2002	23,750	15,350	Finder's fees
2002	139,402	66,457	Shares for debts owing
1999	2,675	8,025	Finder's fees
1996	150,000	600,000	Acquisition of mineral property

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**WEALTH MINERALS LTD.**

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(An Exploration Stage Company)

**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**

(Expressed in Canadian Dollars)

	Number of Shares	Price	Value of Common Shares Issued and Fully Paid	Common Shares Committed to be Issued	Subscriptions Receivables	Contributed Surplus	Deficit Accumulated During the Exploration Stage	Total
<b>Balance at November 30, 2001</b>	694,323		\$ 4,230,059	\$ 125,000	\$ —	\$ —	— (4,340,724)	\$ 14,335
Issuance of shares for cash:								
Private placement	337,500	\$ 0.40	135,000	(125,000)	—	—	—	10,000
Private placement	212,500	0.92	195,500	—	—	—	—	195,500
Exercise of options	18,750	0.68	12,750	—	—	—	—	12,750
Exercise of warrants	325,000	0.48	156,000	—	—	—	—	156,000
Exercise of warrants	20,209	1.20	24,250	—	—	—	—	24,250
Issuance of shares for finder's fee	12,500	0.40	5,000	—	—	—	—	5,000
Issuance of shares for finder's fee	11,250	0.92	10,350	—	—	—	—	10,350
Share issuance cost			(15,350)	—	—	—	—	(15,350)
Settlement of debts	118,834	0.40	47,534	—	—	—	—	47,534
Settlement of debts	20,568	0.92	18,923	—	—	—	—	18,923
Net loss for the year				—	—	—	— (315,085)	(315,085)
<b>Balance at November 30, 2002</b>	1,771,434		4,820,016	—	—	—	— (4,655,809)	164,207
Issuance of shares for cash:								
Private placement	62,500	0.48	30,000	—	—	—	—	30,000
Exercise of options	56,250	0.68	38,250	—	—	—	—	38,250
Exercise of options	6,250	0.96	6,000	—	—	—	—	6,000
Exercise of warrants	28,125	1.20	33,750	—	—	—	—	33,750
Private placement	225,000	0.30	67,500	—	—	—	—	67,500
Net loss for the year				—	—	—	— (263,199)	(263,199)
	2,149,559		4,995,516	—	—	—	— (4,919,008)	76,508

**Balance at  
November 30, 2003**

Issuance of shares for cash:								
Private placement	850,000	0.24	204,000	—	—	—	—	204,000
Private placement	2,500,000	0.27	675,000	—	—	—	—	675,000
Exercise of warrants	62,500	0.60	37,500	—	—	—	—	37,500
Private placement	3,010,000	0.54	1,625,400	—	(13,500)	—	—	1,611,900
Exercise of warrants	59,500	1.20	71,400	—	—	—	—	71,400