

**FORM 51-102F3**  
**Material Change Report**

ITEM 1. **Name and Address of Company**

Enertopia Corp. (the "Company" or "Enertopia")  
1873 Spall Road, #7  
Kelowna, BC V1Y 4R2

ITEM 2. **Date of Material Change**

April 7, 2025

ITEM 3. **News Release**

The Company disseminated a news release on April 7, 2025. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission.

ITEM 4. **Summary of Material Change**

On April 7, 2025, the Company provided an update on terms of private placement. See further details in the Company's news release dated April 7, 2025.

ITEM 5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached Form 8-K with exhibit attached.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable

ITEM 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable

ITEM 7. **Omitted Information**

No material information has been omitted.

ITEM 8. **Executive Officer**

Additional information respecting the Company or the material changes disclosed under this form may be obtained by contacting Robert McAllister, CEO and President of the Company, at (250) 870-2219.

ITEM 9. **Date of Report**

Dated April 7, 2025

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) April 7, 2025

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>000-51866</b>	<b>20-1970188</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<b>#7, 1873 Spall Road, Kelowna, BC</b>	<b>V1Y 4R2</b>
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code 250-870-2219

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	ENRT	OTC Markets

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

☐

**Item 7.01 Regulation FD Disclosure**

On April 7, 2025, Enertopia Corp. ("Enertopia" or the "Company") issued a news release providing its terms for a private placement attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

99.1 Press Release dated April 7, 2025

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ENERTOPIA CORP.**

*“Robert McAllister”*

---

Robert McAllister  
President and Director

April 7, 2025

Not for distribution to United States news wire services or for dissemination in the United States

## Enertopia Announces Proposed Financing

**Kelowna, BC— (Newsfile Corp. - April 7, 2025 - Enertopia Corporation (CSE:ENRT)** (the "Company" or "Enertopia") is an energy company focused on building shareholder value through a combination of our intellectual property, pending patents in the green technology space, along with our Nevada lithium claims, is pleased to announce it intends to complete a non-brokered private placement equity financing of CAD \$600,000.

Enertopia intends to complete a non-brokered private placement financing (the "Offering") of six million units priced at CAD\$0.10; with each unit consisting of one common share of the Company and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one additional common share of the Company for a period of 24 months from the date of issuance, at a purchase price of USD\$0.10; in order to raise gross proceeds of up to CAD \$600,000.

Enertopia intends to use the proceeds of the Offering as follows: Accelerating the development opportunities of the Company's portfolio of patent and patent pending hydrogen technologies and for general corporate and working capital purposes. The actual allocation of the proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities. If the Offering is not fully subscribed, the Company may apply the proceeds of the Offering in such priority and proportions as the board of directors of the Company determines to be in the best interests of Company.

The Offering may be completed pursuant to *BC Instrument 45-534 – Exemption from Prospectus Requirement for Certain Trades to Existing Security Holders* (BCI 45-534") and the corresponding blanket orders and rules implementing BCI 45-534 in the participating jurisdictions in respect thereof (the "Existing Security Holder Exemption"); and *BC Instrument 45-536 – Exemption from Prospectus Requirements for Certain Distributions through an Investment Dealer* ("BCI 45-536") and the corresponding blanket orders and rules implementing BCI 45-536 in the participating jurisdictions in respect thereof ("**Investment Dealer Exemption**").

In addition to conducting the Offering pursuant to the Existing Security Holder Exemption and Investment Dealer Exemption, the Company will also accept subscriptions for units where other prospectus exemptions are available.

As at the date hereof, the Existing Security Holder Exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador and the Investment Dealer Exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick.

Subject to applicable securities laws, the Company will permit each person or company who, as of April 4, 2025 (being the record date set by the Company pursuant to BCI 45-534) (the "Record Date"), who holds common shares of the Company as of that date (a "Current Shareholder") to subscribe under the Offering, provided that the Existing Security Holder Exemption is available to such person or company. Pursuant to BCI 45-534, each subscriber relying on the Existing Security Holder Exemption may subscribe for such number of equity units that results in an acquisition cost of less than or equal to CDN\$15,000 for such subscribers, unless a subscriber is resident in a jurisdiction of

Canada and has obtained advice regarding the suitability of the investment from a registered investment dealer (in which case such maximum subscription amount will not apply). Pursuant to BCI 45-536, each subscriber relying on the Investment Dealer Exemption must obtain advice regarding the suitability of the investment from a registered investment dealer.

Subscriptions pursuant to the Existing Security Holder Exemption are being allocated to subscribers on a "first come, first served" basis wherein the subscribers who are first to submit a completed subscription agreement and payment of the corresponding subscription proceeds will be accepted up until the maximum amount of the Existing Security Holder Exemption portion of the Offering is reached.

The Company may pay broker commissions or finder's fees of up to 10 percent in cash and 10 percent in warrants in connection with the Offering, subject to regulatory approval. The Offering may be closed in one or more tranches as subscriptions are received.

The securities issued will be subject to a hold period in Canada of four months and one day, or for any resales into the United States under Rule 144, six months and one day. The Offering is subject to customary regulatory approvals.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

#### About Enertopia Corp:

Defines itself as an Energy Solutions Company focused on modern technology through a combination of our intellectual property patents in green technologies to build shareholder value.

Enertopia shares are quoted in the United States and Canada under ticker symbol ENRT. For additional information, please visit [www.enertopia.com](http://www.enertopia.com) or call Robert McAllister, the President at 1-888-ENRT201.

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements which are not historical facts are forward-looking statements. The Company makes forward-looking public statements concerning its expected future financial position, results of operations, cash flows, financing plans, business strategy, products and services, potential and financing of its, mining projects, 3<sup>rd</sup> party lithium technology, competitive positions, growth opportunities, plans and objectives of management for future operations, including statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will," and other similar expressions that are forward-looking statements. Such forward-looking statements are estimates reflecting the Company's best judgment based upon current information and involve a number of risks and uncertainties, and there can be no assurance that other factors will not affect the accuracy of such forward-looking statements., foreign exchange and other financial markets; changes of the interest rates on borrowings; hedging activities; changes in commodity prices; changes in the investments and expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments in areas in which Enertopia Corporation operates. There can be no assurance that the current patented or patent pending technology being used or developed will be economic or have any positive impact on Enertopia. There can be no assurance that the financing will close and if closed will have any positive impact on Enertopia. The User should refer to the risk disclosures set out in the periodic reports and other disclosure documents filed by Enertopia Corporation from time to time with regulatory authorities.

***Neither the Canadian Securities Exchange (the "CSE") nor the Market Regulator (as that term is defined in the policies of the CSE) accepts responsibility for the adequacy or accuracy of this news release.***