

FORM 51-102F3  
MATERIAL CHANGE REPORT

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

*State the full name of your company and the address of its principal office in Canada:*

Enertopia Corp. (the "Company")  
950 - 1130 West Pender Street  
Vancouver, BC V6E 4A4

**Item 2. Date of Material Change**

June 12, 2012

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on June 12, 2012. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on June 12, 2012.

**Item 4. Summary of Material Change**

On June 12, 2012, the Company issued a press release announcing project updates from recent site visits from Enertopia's Qualified Persons.

**Full Description of Material Change**

See attached Form 8-K.

**Item 5. Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

*If this report is being filed on a confidential basis in reliance of subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.*

Not Applicable.

**Item 6. Omitted Information**

Not Applicable.

**Item 7. Executive Officer**

*Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.*

Please contact Robert McAllister, President of the Company, at 604.602.1633

**Item 8. Date of Report**

DATED June 12, 2012.

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): June 12, 2012

**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.)

**#950 – 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4**

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (604) 602-1633

(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 Exchange Act (17 CFR 240.13e-4(c))

**Item 7.01 Regulation FD Disclosure**

On June 12, 2012, the Company issued a press release announcing project updates from recent site visits from Enertopia's Qualified Persons.

A copy of the news release is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated June 12, 2012.

**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.

Dated: June 12, 2012

Enertopia Corp.

By:           "Robert McAllister"            
Robert G. McAllister  
President and Director



PRESS RELEASE #201219

FOR IMMEDIATE RELEASE

JUNE 12, 2012

### **Mildred Peak and Copper Hills Project Updates**

**Vancouver, BC—Enertopia Corporation** (ENRT-OTCBB) (TOP-CNSX) (the "Company" or "Enertopia") announces project updates from recent site visits from Enertopia's Qualified Persons.

The Mildred Peak gold, silver and copper property was visited by advisor Tony Gilman and president Robert McAllister on May 19<sup>th</sup> and 20<sup>th</sup>. Enertopia personal viewed the current diamond drilling program and Tony Gilman viewed many historic workings and surface structures and alteration zones. Mr. Gilman has completed a project report summary that is available at the Enertopia website. Some of the key recommendations from his site visit are:

- Mapping the key altered areas that measures over 1-3km on the property.
- Initially target the large low grade areas of gold, silver mineralization on the property.
- Map the property with portable XRF units in a detailed soil and rock analysis.

The Copper Hills Project was visited by advisor Stefan Kruse and president Robert McAllister on May 21<sup>st</sup> and 22<sup>nd</sup>. Mr. Kruse viewed the historic bulk sample area that returned purported results of 0.80% Copper and 3oz silver per ton. The historic shallow drill holes and deep banner drill holes were located and all data has been put into a new GIS data base that will be used for the upcoming drill program. Mr. Kruse has completed a project report that is available at the Enertopia website. Some of the key recommendations from his site visit are:

- Cu oxide surface mineralisation appears open to the north, west and east.
- Bulk sample area appears to have undergone argillic alteration. Argillic alteration is common in epithermal-porphyry environments.
- Ground verification of the main IP anomaly revealed extensive secondary pyrite alteration and local porphyry style centre-line quartz veins.

“We are excited that as we continue to advance Copper Hills and Mildred Peak we keep finding key positive signs in the geology that supports our view of the potential value of these projects and the significant merit of continued exploration and drilling.” said Robert McAllister, President.

Tony Gilman, M.Sc. P. Eng., and Stefan Kruse, Ph.D., P. Geo are Qualified Persons under the meaning of Canadian National Instrument 43-101, and are responsible for the technical content of this press release.

#### **About Enertopia**

Enertopia's ([www.enertopia.com](http://www.enertopia.com)) shares are quoted in the USA with symbol ENRT and in Canada with symbol TOP. For additional information, please visit [www.enertopia.com](http://www.enertopia.com) or call Robert McAllister, President, Enertopia Corporation at 1.250.765.6422

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. 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, evaluation of clean energy projects for participation and/or financing, 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. Forward-looking statements include, but are not limited to, statements regarding potential reserves, exploration results, development or production programs, capital and operating expenditures, future revenue estimates, ability to produce or concentrate, availability of future financing and future plans and objectives of Enertopia Corporation. Actual results relating to, among other things, reserves, results of exploration, capital costs, corporate finance, and production costs could differ materially from those currently anticipated in such statements. Some but not all of the factors affecting forward-looking statements include: the speculative nature of mining exploration, production and development activities; changes in reserve estimates; the productivity of Enertopia's proposed properties; changes in the operating costs; changes in economic conditions and conditions in the resource, foreign exchange and other financial markets; changes of the interest rates on borrowings; hedging activities; changes in commodity prices; changes in the investments and exploration expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments in areas in which Enertopia Corporation operates; technological, and mechanical and operational difficulties encountered in connection with Enertopia's exploration and development activities. 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. The Company's evaluation of alternative energy projects in the heat recovery, solar thermal, solar PV and water purification; and of resource projects provides no assurance that any particular project will have any material effect on the Company. There is no assurance that the Company will make all the required payments of cash and/or stock in future years that are required to hold and acquire the Mildred Peak and Copper Hills interests. And there can be no assurance that any economic deposits can be found or brought into production.

*The CNSX has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.*