

**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

August 7, 2012

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on August 7, 2012. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on August 8, 2012.

Item 4. Summary of Material Change

On August 7, 2012, the Company issued a press release announcing diamond drilling results from the six holes that were completed by Altar Resources.

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 August 8, 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): August 7, 2012

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

Nevada	000-51866	20-1970188
(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 August 7, 2012, the Company issued a press release announcing diamond drilling results from the six holes that were completed by Altar Resources.

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.

Exhibit No.	Description
99.1	Press Release dated August 7, 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: August 8, 2012

Enertopia Corp.

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



PRESS RELEASE #201222

FOR IMMEDIATE RELEASE

AUGUST 7, 2012

High grade gold and silver intercepts within near surface mineralization

Vancouver, BC—Enertopia Corporation (ENRT-OTCBB) (TOP-CNSX) (the "Company" or "Enertopia") announces the diamond drilling results from the six holes that were completed by Altar Resources (Altar).

The Mildred Peak gold, silver and copper property is located approximately 65 miles southwest of Tucson, Arizona in a general area of the State known to host porphyry copper deposits and associated epithermal gold mineralization. The diamond drilling was completed on the lands upon which the Company has a Right Of First Refusal with Altar (the "ROFR Lands") covering 1,260 acres, north and adjacent to Enertopia's 100%-optioned lands which cover an additional 7,148 acres.

Highlights:

- Multiple high-grade gold and silver intercepts
- Broad zones of gold and silver mineralization
- Mineralized zones open in all directions

"We are excited that the diamond drilling not only confirmed the historic rotary blast (air-track percussion) drilling from the early 1970's but, importantly, it has allowed us to understand the relationship between rock types, structure, and mineralization down to greater depths which should greatly enhance our knowledge of the property going forward.," stated Robert McAllister, President.

Below are the drilling results showing the high grade gold and silver intercepts along with the much larger gold and silver mineralized horizon. Note only mineralized zones averaging 0.4g/t gold and higher were used for the larger mineralized intervals below. True geological thickness is not known at this time.

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-01	0-48.5	48.5	0.60	10.29	0.77
INC	0-20.8	20.8	0.91	15.74	1.17

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-02	27.7 – 73.0	45.3	1.49	20.54	1.83
INC	27.7 – 39.5	11.8	2.16	32.09	2.69

INC	33.5 – 35.0	1.5	9.56	145.30	11.98
INC	55.5 – 73.0	17.5	2.07	27.07	2.52
INC	55.5 – 56.5	1.0	9.22	113.20	11.10
MP-12-02	78.3 – 112.2	33.9	0.76	16.81	1.04
INC	107.8 – 112.2	4.4	3.15	80.9	4.50

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-03	71.7 – 96.0	24.3	0.59	6.04	0.69

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-04	14.0 – 69.8	55.8	0.52	12.17	0.72
Not including	Quartz Vein	0.4	28.36	739.40	40.68
MP-12-04	104.5 – 186.4	81.9	0.66	13.17	0.88
INC	104.5 – 112.6	8.1	1.89	28.51	2.36

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-05	0 – 117.1	117.1	0.83	13.22	1.05
INC	27.1 – 34.5	7.4	1.39	30.97	1.90
INC	112.1 – 117.1	5.0	3.35	34.5	3.92
MP-12-05	131.1 – 145.5	14.4	0.81	13.23	1.03

Drill Hole #	From – To (ft)	Interval (ft)	Au g/t	Ag g/t	Au Eq g/t
MP-12-06	24.0 – 37.1	13.1	0.55	11.55	0.74
MP-12-06	81.4 – 94.8	13.4	0.65	14.41	0.89

MP-12-06	106.2 – 135.5	29.3	0.50	11.26	0.68
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The Au Eq g/t conversion is based on a ratio of 60 oz silver to 1oz gold assuming \$1,500 gold and \$25 silver per oz.

Diamond drilling by Altar Resources on the Lands for which Enertopia has a ROFR has confirmed the presence of gold silver mineralization across three geologic units. These units in the area drilled from surface to depth, are the metaconglomerate, altered diorite and felsite porphyry. The metaconglomerate and altered diorite host the gold and silver intercepts reported above. The felsite porphyry returned anomalous gold and silver results, and all holes had anomalous levels of Copper and Molybdenum.

On the 100% Enertopia optioned lands the highly prospective metaconglomerate continues for ~2,500 feet to the west, south and east. Enertopia is excited about the potential to encounter similar gold, silver mineralization as reported going forward.

The drilling consisted of two east-west fences of three holes each. The southerly fence includes holes 1 thru 3 and is 292 feet long (East-West). The northerly fence includes holes 4 thru 6 and is 380 feet long (East-West). The fences are about 900 feet apart (North-South).

Below are the drill hole co-ordinates using UTM NAD 27 zone 12 and total drilled depth.

Drill Hole	Easting	Northing	Total Depth in feet
MP-12-01	444369	3510585	288.5
MP-12-02	444408	3510567	283.3
MP-12-03	444458	3510595	452.3
MP-12-04	444585	3510844	420.0
MP-12-05	444514	3510848	472.1
MP-12-06	444469	3510874	299.0

QUALITY ASSURANCE - QUALITY CONTROL (“QA/QC”)

Altar Resources (the property Vendor) has provided Enertopia with the assay results from the six drill holes reported in this press release. The insertion of Duplicates and Blanks was completed in all holes. The Vendor’s professional geologists who oversaw the drill program are also co-owners of the Vending company. Altar utilized waste rock from a historic gold mine on the property as check standards for this early drill program. Future drill programs under the supervision of the Company will use Set Standards as is more typical for quality control. The core samples were submitted directly to Inspectorate Labs in Sparks Nevada for preparation and analysis to ISO 17025 standards. Pulps have been sent to Chemex Labs in Reno, NV as part of the QA/QC.

Donald Findlay, MSc. PGeo., a Qualified Person under the meaning of Canadian National Instrument 43-101, is responsible for the technical content of this press release.

About Enertopia

Enertopia's (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 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. 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 interest. There is no assurance that additional exploration will confirm the currently-understood mineralization nor produce future mineralized exploration results.

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