

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**

October 4, 2013

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on October 4, 2013. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on October 4, 2013.

**Item 4. Summary of Material Change**

The Company has entered into a six month Consulting Agreement on October 4, 2013 with Olibri Acquisitions to provide the following services:

- (a) develop and maintain professional relationships for the Company which will allow the Company to effectively communicate with potential acquisition targets including but not limited to natural gas and crude oil producing properties.
- (b) assist in the locating and presenting of oil and gas exploration targets, lands, projects, partnering, etc, whether by email or web-links, through existing or new relationships, or by any other means; and
- (c) such other similar services that the Company and the Service Provider may mutually agree upon from time to time.

Upon execution of the Consulting Agreement, the Company issued 750,000 common stock of the Company to Stewart Briggs Smith at a deemed price of \$0.05.

**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, CEO and President of the Company, at 604.602.1675

**Item 8. Date of Report**

DATED October 4, 2013.

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): October 4, 2013

**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) 602-1675

(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 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

The Company has entered into a six month Consulting Agreement on October 4, 2013 with Olibri Acquisitions to provide the following services:

- (a) develop and maintain professional relationships for the Company which will allow the Company to effectively communicate with potential acquisition targets including but not limited to natural gas and crude oil producing properties.
- (b) assist in the locating and presenting of oil and gas exploration targets, lands, projects, partnering, etc, whether by email or web-links, through existing or new relationships, or by any other means; and
- (c) such other similar services that the Company and the Service Provider may mutually agree upon from time to time.

Upon execution of the Consulting Agreement, the Company issued 750,000 common stock of the Company to Stewart Briggs Smith at a deemed price of \$0.05. The Company issued the units to one (1) US persons pursuant to the exemption from registration provided for under Rule 506 of Regulation D, promulgated under the United States Securities Act 1933, as amended. Each of the subscribers represented that they were an “accredited investor” as such term is defined in Regulation D.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the Consulting Agreement 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>
10.1	<b>Consulting Agreement dated October 4, 2013</b>
99.1	<b>Press Release dated October 4, 2013</b>

**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: October 4, 2013

Enertopia Corp.

By:           "Robert McAllister"          

Robert G. McAllister

President and Director



PRESS RELEASE #201312

FOR IMMEDIATE RELEASE

OCTOBER 4, 2013

## **Enertopia Signs Consulting Agreement**

**VANCOUVER, BC – October 4, 2013 - Enertopia Corporation (ENRT-OTCBB) (TOP-CNSX) (the "Company" or "Enertopia")** announces that the Company has signed a Consulting Agreement with Olibri Acquisitions.

Olibri Acquisitions has been engaged to assist the company with potential acquisitions of oil & gas exploration and development targets including but not limited to natural gas and oil producing properties. Olibri will also assist in presenting projects and partnerships through existing and new contacts. The company is confident that the relationship with Olibri Acquisitions will increase Enertopia's ability to source key projects and partnerships.

Enertopia issued 750,000 shares to Olibri Acquisitions at an issue price of US \$0.05 per share.

### **About Enertopia**

Enertopia's 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 1.250.765.6412.

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. Factors which could cause actual results to differ materially from those estimated by the Company include, but are not limited to, government regulation, managing and maintaining growth, the effect of adverse publicity, litigation, competition, access to capital, and other factors which may be identified from time to time in the Company's public announcements and filings. The Company's successful efforts in the oil and gas sector are dependent on many factors such as but not limited to financing, completion and production and field depletion. There can be no guarantee that the engagement of Olibri Acquisitions will result in new projects or partnerships being concluded. Expected field production could be materially different than from expected and past results. 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.