

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

November 5, 2013

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on November 7, 2013. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on November 7, 2013.

Item 4. Summary of Material Change

On April 14, 2011, the Company had adopted the 2011 Stock Option Plan. Based on this original Stock Option Plan, on November 5, 2013, the Company has granted additional 675,000 stock options to Directors, Officers, and consultant of the Company. The exercise price of the stock options is \$0.06, vested immediately, expiring November 5, 2018.

The following are the recipients and the options granted:

Robert McAllister	250,000
Bal Bhullar	250,000
Dr. John Thomas	50,000
Don Findlay	50,000
Greg Dawson	50,000
Barbara Farr	25,000

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 November 7, 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): November 5, 2013

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) 602-1675

(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

On April 14, 2011, the Company had adopted the 2011 Stock Option Plan. Based on this original Stock Option Plan, on November 5, 2013, the Company has granted additional 675,000 stock options to Directors, Officers, and consultant of the Company. The exercise price of the stock options is \$0.06, vested immediately, expiring November 5, 2018.

The following are the recipients and the options granted:

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Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing the options and update 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
10.1	Form of Stock Option Agreement
99.1	Press Release dated November 7, 2013

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: November 7, 2013

Enertopia Corp.

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



PRESS RELEASE #201314

FOR IMMEDIATE RELEASE

NOVEMBER 7, 2013

Enertopia Updates Shareholders on Medical Marijuana Business

Vancouver, BC—Enertopia Corporation (TOP) (the "Company" or "Enertopia") is pleased to provide this update with respect to our news release of Monday Nov 4th.

After receiving many phone calls and emails about the Medical Marijuana opportunity, all positive. I decided it was best to provide an update to all stakeholders of Enertopia. In addition to this update, an audio interview has been posted to the Company website at www.enertopia.com

As previously outlined, the current Canadian Medical Marijuana system is transitioning from small scale user grow system to a more robust quality control and secure system where every gram produced is tracked from producer to patient.

Using the Health Canada numbers for current and projected patients the sector is expected to see 50% plus growth per year over the next 10 years in the number of patients for the Canadian domestic market only. Approved Health Canada producers under the new Medical for Marijuana Regulations Purposes (MMRP) will also be allowed to export to other countries in the World.

Health Canada estimates that the selling price will be \$7.60 Canadian per gram in 2014. This would put the Canadian domestic Medical Marijuana industry at over \$100 million in sales in 2014, rising to over \$1.3 Billion in sales by 2024.

We selected this sector as providing the best opportunity to provide near term cash flow with a economical initial Capital expenditure that offers sustainable growth in production as outlined above.

Under the terms of the LOI Enertopia issued 10,000,000 common shares for a total of 41,164,414 issued and outstanding common shares. The private company now has an approximate 25% equity stake in Enertopia.

- Upon signing the Definitive Agreement Enertopia will issue 5,000,000 shares and \$175,000 in cash. The money will be used for expanding as new patients are signed up. The Qualified Person in Charge will join the Enertopia Board of Directors.
- Six months 1,000,000 shares and \$200,000 in cash used to expand the facilities.
- One year anniversary \$200,000 and 1,000,000 shares
- Two year anniversary \$200,000 and 1,000,000 shares
- Third year anniversary \$300,000 and 1,000,000 shares
- Fourth year anniversary \$300,000 and 1,000,000 shares

Enertopia will have a 30% ownership in the private company upon signing the Definitive Agreement which will increase to 51% by the fourth Anniversary. Net profits will be shared with Enertopia's proportionate share six months from signing the Definitive Agreement.

Enertopia has been able to structure a low cost entry point into an operation that is currently operating at a capacity of 900 plants and is placed in the top 10% in Canada.

The private company will be focused to grow and produce a high quality Medical product. The upfront capital infusion will allow current facilities to be upgraded and expanded to increase plant capacity and output as new patients are signed up.

Enertopia will focus on growing the business through market awareness and other programs across Canada to attract new patients.

We are at the early stages of a dynamic, growing industry that is poised to help hundreds of thousands of patients in the relief of their current pain and suffering.

Also, on November 5, 2013, Enertopia has granted 675,000 stock options to officers, directors and consultant as per the 2011 equity compensation plan. The exercise price of the options is US\$0.06 vested immediately expiring on November 5, 2018.

Robert McAllister,

President/CEO

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 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. 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. Successful drilling of oil wells in Pennsylvania by others provides no assurance that the Company's expected drill programs will also be successful, in whole or in part.