

**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**

December 23, 2013

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on December 23, 2013. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on December 23, 2013.

**Item 4. Summary of Material Change**

On December 23, 2013, Enertopia closed the first tranche of a private placement of 2,528,000 units at a price of CAD\$0.05 per unit for gross proceeds of CAD\$126,400 (US\$126,400). Each Warrant will be exercisable into one further Share at a price of US\$0.10 per Warrant Share for a period of thirty six (36) months following closing.

The Company also paid a cash finders fee of \$10,140 and 202,800 broker warrants to Canaccord Genuity and Wolverton Securities that are exercisable into one common share at a price of US\$0.10 that expire on December 23, 2016.

Proceeds of the private placement will be used for general working capital and for the acquisition into a private company for Medicinal Marijuana.

The Company issued the units 14 (fourteen) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a "US person" as such term is defined in Regulation S. The Company issued the units two (2) 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.

**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 December 23, 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): **December 23, 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**

On December 23, 2013, Enertopia closed the first tranche of a private placement of 2,528,000 units at a price of CAD\$0.05 per unit for gross proceeds of CAD\$126,400 (US\$126,400). Each Warrant will be exercisable into one further Share at a price of US\$0.10 per Warrant Share for a period of thirty six (36) months following closing.

The Company also paid a cash finders fee of \$10,140 and 202,800 broker warrants to Canaccord Genuity and Wolverton Securities that are exercisable into one common share at a price of US\$0.10 that expire on December 23, 2016.

Proceeds of the private placement will be used for general working capital and for the acquisition into a private company for Medicinal Marijuana.

The Company issued the units 13 (thirteen) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a "US person" as such term is defined in Regulation S. The Company issued the units two (2) 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.

The securities referred to herein will not be and 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.

### **Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing closing of the private placement 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	Form of Offering Memorandum Agreement (1) for Private Placement closed on December 23, 2013
10.2	For of Subscription Agreement (1) for Private Placement closed on December 23, 2013.
10.3	Form of Warrant Agreements (1) dated December 23, 2013
99.1	Press Release announcing closing of Private Placement dated December 23, 2013
99.2	Amended Press release dated December 23, 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: December 23, 2013

Enertopia Corp.

By:       "Robert McAllister"      

Robert G. McAllister

President and Director



PRESS RELEASE #201322

FOR IMMEDIATE RELEASE

DECEMBER 23, 2013

## **Enertopia Closes Second Tranche Of Financing**

**Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CNSX** (the "Company" or "Enertopia") is very pleased to announce it has closed the Second and final tranche for \$136,400 in its Private Placement announced on November 12, 2013. Enertopia will be issuing 2,728,000 common shares at \$0.05 and 2,728,000 warrants that expire on December 23, 2016 with an exercise price of \$0.10.

Two Directors participated in the Second tranche of the private placement for \$20,000. Enertopia has and is continuing to receive very strong market interest and response in the medical marijuana business. Additionally, the Company expects to close the Definitive Agreement for the Canadian Medical Marijuana producer shortly after the Holiday Season. Enertopia continues to be very dedicated in trying to increase shareholder value.

A cash finders fee for \$11,140 and 222,800 broker warrants that expire on December 23, 2016 with an exercise price of \$0.10 was paid to Canaccord Genuity and Wolverton Securities.

The securities issued will be subject to a hold period in Canada of four months and one day, or for any resale into the USA under Rule 144, six months and one day. Proceeds of the Private Placement will be used for general working capital and for corporate opportunities. The Private Placement will be subject to normal 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**

Enertopia's shares are quoted in Canada with symbol TOP in the United States with symbol ENRT. For additional information, please visit [www.enertopia.com](http://www.enertopia.com) or call Dale Paruk, President, Coal Harbor Communications Ltd. at 1.604.662.4505

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, Oil & Gas Projects, Medical Marihuana 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., 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. 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. There is no assurance that the Company will be successful in completing the Definitive Agreement and future financings.

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



PRESS RELEASE #201323

FOR IMMEDIATE RELEASE

DECEMBER 23, 2013

## **Enertopia Closes Second Tranche Financing Amendment**

**Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CNSX** (the "Company" or "Enertopia") is very pleased to announce it has closed the Second and final tranche for \$126,400 in its Private Placement announced on November 12, 2013. Enertopia will be issuing 2,528,000 common shares at \$0.05 and 2,528,000 warrants that expire on December 23, 2016 with an exercise price of \$0.10.

Two Directors participated in the Second tranche of the private placement for \$20,000. Enertopia has and is continuing to receive very strong market interest and response in the medical marijuana business. Additionally, the Company expects to close the Definitive Agreement for the Canadian Medical Marijuana producer shortly after the Holiday Season. Enertopia continues to be very dedicated in trying to increase shareholder value.

A cash finders fee for \$10,140 and 202,800 broker warrants that expire on December 23, 2016 with an exercise price of \$0.10 was paid to Canaccord Genuity and Wolverton Securities.

The securities issued will be subject to a hold period in Canada of four months and one day, or for any resale into the USA under Rule 144, six months and one day. Proceeds of the Private Placement will be used for general working capital and for corporate opportunities. The Private Placement will be subject to normal 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**

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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 exploration expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments in areas in which Enertopia Corporation operates. 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. There is no assurance that the Company will be successful in completing the Definitive Agreement and future financings.

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