

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

February 7, 2014

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on February 10, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on February 7, 2014.

Item 4. Summary of Material Change

On February 7, 2014, the Company has entered into a binding Letter of Intent ("LOI") shall set forth the basic terms of the recent discussions between Enertopia Corporation ("Enertopia") and Wisplite Technologies Incorporated ("WTI") and Wisplite Technologies Group Incorporated ("WTGI") and CEX Holdings Limited ("CEX") (collectively, the "Parties") with regard to the acquisition (the "Acquisition") by Enertopia of all of the issued and outstanding shares of WTI.

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 February 10, 2014

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): February 7, 2014

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

On February 7, 2014, the Company has entered into a binding Letter of Intent ("LOI") shall set forth the basic terms of the recent discussions between Enertopia Corporation ("Enertopia") and Wisplite Technologies Incorporated ("WTI") and Wisplite Technologies Group Incorporated ("WTGI") and CEX Holdings Limited ("CEX") (collectively, the "Parties") with regard to the acquisition (the "Acquisition") by Enertopia of all of the issued and outstanding shares of WTI.

Acquisition Structure. In accordance with the terms of a formal and definitive agreement to be entered into between Enertopia and the current shareholders of WTI (the "Shareholders") (the "Definitive Agreement"), Enertopia shall be entitled to acquire all of the issued and outstanding shares of WTI from the Shareholders. WTGI and CEX are the majority shareholders of WTI. WTI owns certain proprietary technologies, inventions, products, processes, formulae, designs, data, information and materials related to portable vaporizing devices. The terms of the Acquisition will be as follows:

(a) Upon the execution of this LOI, Enertopia shall pay to WTI the sum of \$85,000 which is for the payment of patent payments and associated costs due on or before February 7, 2014 which amount shall be non-refundable.

(b) Upon closing, which is to occur on or before February 28, 2014 or such other date as the Parties may agree, acting reasonably (the "Closing"), Enertopia shall pay to WTI, the sum of \$300,000.

(c) Enertopia shall also commit a minimum of \$360,000 toward the operation of the business of WTI (which includes salaries, consulting fees) for the 12 months following the Closing, such sum to be payable in three equal quarterly installments of \$120,000 (the "Operational Funding"). Enertopia will provide office space at its head office for Ms. Taggart.

(d) Enertopia shall issue an aggregate of 10,000,000 common shares of Enertopia (the "Shares"), as set forth below:

(i) 5,000,000 Shares shall be issued on Closing; and

(ii) 5,000,000 Shares shall be issued within 30 days of WTI completing the filing of one or more patent applications for its next generation atomizer-less and battery-less technology (the "Patent Applications"), as long as such filings are completed within 12 months of Closing.

(e) Enertopia understands and acknowledges that WTI has a finder's fee agreement in place with Wolverton Securities Ltd. ("Wolverton") and that Wolverton introduced Enertopia to WTI for the purposes of the Acquisition. Wolverton will be paid a cash fee and will be entitled to a portion of the Shares to be issued to the Shareholders. The Shares will be issued to the Shareholders, on a pro-rata basis, and Wolverton, pursuant to its finder's fee agreement with WTI. The Shareholders shall provide such acknowledgements and certificates as may be required by Enertopia pursuant to applicable securities laws. In addition, the Parties acknowledge that an associate of an employee and director of Wolverton has indirect ownership of over 20% of the issued and outstanding common shares of CEX.

Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing the LOI 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.

Exhibit No.	Description
10.1	LOI Agreement dated February 7, 2014
99.1	Press Release dated February 10, 2014

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: February 10, 2014

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



PRESS RELEASE #201408

FOR IMMEDIATE RELEASE

FEBRUARY 10, 2014

Enertopia Signs Binding LOI for E-Cig Technology

VANCOUVER, BC – February 10, 2014 - Enertopia Corporation (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") announces that the Company has signed a Binding Letter Of Intent (LOI) with Wisplite Technologies Incorporated (WTI), a developer of technologies for the electronic cigarette ("E-Cig") industry.

Wisplites are hand-held, electro-mechanical devices which incorporate patent-pending technologies that function to simulate the action and effect of smoking tobacco cigarettes.

"Enertopia is capitalizing on the transformational opportunity from the disruptive vaporization technology in the E-Cig and legal marijuana industries. We believe we are witnessing the confluence of two of the biggest trends in our generation with the removal of barriers in the MMJ sector and the healthy use of the new and expanding E-Cig technology," stated President / CEO Robert McAllister.

To acquire WTI, Enertopia has paid \$85,000 on signing the Binding LOI and will issue 5,000,000 shares and pay \$300,000 dollars on signing of the Definitive Agreement which is expected to close on or before February 28, 2014. Enertopia will pay a further \$360,000 in three quarterly payments to fund operations, distribution and licensing with ongoing research and development of the E-Cig technology products in the pipeline. A further 5,000,000 shares will be issued within 30 days of WTI completing the filing of one or more patent applications for its next generation technology, so long as such filings are completed within 12 months of signing the Definitive Agreement.

"We are extremely excited that we have found a company that shares our passion and vision for development of the new E-Cig technology from concept to market place," stated President / CEO Andrea Taggart.

Investors are encouraged to visit WTI's website www.wisplite.com for further information on the company's technology. Updates will be forthcoming as both parties move forward to close the Definitive Agreement.

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 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 any anticipated financing and or its joint Venture partners will receive their Health Canada license under the new regulations and any LOI and Binding LOI's will result in Definitive Agreements.

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