

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

March 14, 2014

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on March 14, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on March 14, 2014.

Item 4. Summary of Material Change

On March 14, 2014, the Company signed a six month contract for \$21,735 with The Money Channel to provide services for national television, internet and radio media campaign.

On March 14, 2014, 815,310 warrants from previous private placements were exercised into 815,310 common shares of the Company for net proceeds of US\$163,062.

On March 14, 2014, the Company accepted and received gross proceeds from a director of the Company of CAD\$8,250 (US\$7,500), for the exercise of 50,000 stock options at an exercise price of \$0.15, into 50,000 common shares of the Company.

Proceeds of the options exercise and warrants exercise will be used for general working capital.

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 March 14, 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): March 14, 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

Item 3.02 Unregistered Sales of Equity Securities

On March 14, 2014, the Company signed a six month contract for \$21,735 with The Money Channel to provide services for national television, internet and radio media campaign.

On March 14, 2014, 815,310 warrants from previous private placements were exercised into 815,310 common shares of the Company for net proceeds of US\$163,062.

On March 14, 2014, the Company accepted and received gross proceeds from a director of the Company of CAD\$8,250 (US\$7,500), for the exercise of 50,000 stock options at an exercise price of \$0.15, into 50,000 common shares of the Company.

Proceeds of the options exercise and warrants exercise will be used for general working capital.

The Company issued the units seven (7) 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 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 the agreement and options and warrants exercise 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	Agreement with The Money Channel dated March 14, 2014
99.1	Press Release dated March 14, 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: March 14, 2014

Enertopia Corp.

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



PRESS RELEASE #201416

FOR IMMEDIATE RELEASE

MARCH 14, 2014

Enertopia Announces Corporate Update

Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce the following corporate update.

Enertopia has engaged The Money Channel for National Radio, Television and Internet market communications campaign. Steve Crowley has been at the forefront of financial news since 1982.

"These are exciting times for Enertopia with exceptional opportunities for our company in the Medical Marihuana Business sector. Steve Crowley has proven to be a leader in getting the word out on new opportunities, and we are happy to have engaged The Money Channel for their services." stated President / CEO Robert McAllister

Enertopia has paid a onetime fee of \$21,735.00 for this six month Radio, TV and Internet media contract. Further information can be found at www.moneychannel.tv

Enertopia is also pleased to announce 815,310 warrants have been exercised for net proceeds to the Company of \$163,062. The president exercised 200,000 of the above warrants and one director exercised 50,000 options for \$7,500 net proceeds to the Company. All dollar amounts are in US dollars.

The Wisplite LOI announced on February 10th has expired and will not proceed, due to Enertopia's focus solely on the MMJ sector at this time.

Any issued shares 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 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 or any technology will result in future sales.

THE CSE HAS NOT REVIEWED AND DOES NOT ACCEPT RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEAS



**THE MONEY
CHANNEL**

**P2810-ENERTOPIA CORPORATION
RADIO/TV and INTERNET AGREEMENT
Ticker: “ENRT”**

**INCLUDES: National Radio through 9/15/14
And HDTV Full Feature - 8 Minutes
Full Internet Services with One Source
including search engine optimizations.**

**Mr. Robert McAllister, President
Enertopia Corporation
Suite 950 – 1130 West Pender Street
Vancouver, BC CANADA V6E 4A4**

Phones:

Company: 250-765-6412

FAX: 604-685-1602

mcallister@enertopia.com and kameo300@gmail.com

**PLEASE DOWNLOAD THE FOLLOWING DISCOUNTED
NATIONAL “AMERICAN SCENE RADIO”
AGREEMENT FOR
ENERTOPIA CORPORATION
THROUGH
September 15, 2014
with WALLSTREETCAST TELEVISION FEATURE AND
FULL INTERNET SERVICES**

6601 Lyons Road, Suite I-9, Coconut Creek, Florida 33073

PHONE: 954-418-8750 | **FAX:** 954-418-8752 | **VISIT:** MoneyChannel.tv





**THE MONEY
CHANNEL**

March 6, 2014

Mr. Robert McAllister, President
Enertopia Corporation
Suite 950 – 1130 West Pender Street
Vancouver, BC CANADA V6E 4A4

[VIA E-MAIL: mcallister@enertopia.com](mailto:mcallister@enertopia.com)
kameo300.com@gmail.com

Dear Rob:

Per yesterday's phone conversation, here is our national **RADIO, TELEVISION and INTERNET Agreement** for placing Enertopia Corporation on American Scene Radio nationally through September 15, 2014, and for providing full Television and Internet Services for this same period.

This Agreement covers six months starting immediately and discounted to lower than standard rates, then lowered by another ten percent for advance payment. All this is detailed in the attached Agreement and Invoice.

Also, our co-branding and airing with **INVESTORS BUSINESS DAILY**, helps to increase Enertopia's constant exposure.

We know that the combination of talk radio and national and worldwide television is a marvelous way to turbo-charge and accelerate our Media campaign with our 8-minute Corporate Video Feature and Internet Services designed to provide Enertopia with heightened awareness and exposure.

We plan all of this with you—with radio interviews beginning the week of March 10th. Television pre-production will also begin at once. Please call me if you have any questions. Upon approval, please sign and **SCAN** this Agreement, and E-mail back to us, or you may FAX to our new number.

My direct phone number is 954-394-2223. **Wire instructions are on the attached INVOICE.** Sean Crowley is our Producer, and his direct line is



**THE MONEY
CHANNEL**

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954-821-0008; he assists me in arranging interview dates and times for Radio as well as Television Production and Internet Services. Please note our new address. Thank you, Rob.

Sincerely,

Steve

Stephen E. Crowley
Chairman and CEO
MoneyVentions Inc.

6601 Lyons Road, Suite I-9, Coconut Creek, Florida 33073

PHONE: 954-418-8750 | **FAX:** 954-418-8752 | **VISIT:** MoneyChannel.tv





**THE MONEY
CHANNEL**

LETTER OF AGREEMENT RE:
PURCHASE OF NATIONAL RADIO MEDIA ON AMERICAN SCENE RADIO,
TELEVISION FOR WALLSTREETCAST and INTERNET SERVICES
THROUGH ONE SOURCE SUBSIDIARY
WITH PARENET COMPANY PRODUCER: MONEYVENTIONS INC.

This Letter of Agreement is between the parties: MoneyVentions Inc., (MV) which owns and produces the Radio and TV Programs "Steve Crowley's American Scene" referred to as "SCAS", for Enertopia Corporation, "Buyer" of Radio Programs, plus the WallStreetCast Television Features and all Internet Services.

WHEREAS: Enertopia Corporation desires to be a primary sponsor of SCAS, and the word primary means sponsoring SCAS for 6 (six) months, and said radio programs to include seven to ten minute Corporate profile segments (including interviews with buyer-appointed individual twice weekly), and also WallStreetCast on Television, and One Source Internet services through 9/15/14.

AND WHEREAS: MCH is desirous of providing said Radio, Television and Internet services for Buyer to market and advertise its Company.

NOW THEREFORE, the parties hereby further agree to the following prices, terms, conditions and mutual and several responsibilities:

(1). **TIME AND PRICE:** The time period for the Radio shall be six months of Radio interview days through 9/15/14 at the discounted payment rate \$8,900.00. Television Production services are discounted to \$9,500.00, and full Internet Services through 9/15/14 for \$5,750.00.

(2). **TERMS:** Payment are computed as follows: Total of \$24,150.00 less a 10% discount of \$2,415.00 with net of \$21,735.00 is due on or before March 11, 2014 for all services to begin the week of March 10, 2014. Payment is to be made via wire transfer to Moneyventions Inc.

B. PROGRAMMING CONTENT AND COMMERCIALS: S.C.A.S. Radio airs week-day afternoons on National Talk Radio from 4 PM to 5 PM Eastern, plus all hours LIVE on the Internet via www.wsbradio.com. Television programs air within WallStreetCast on the Internet, Company sites and on the FOX Business Network as mutually approved available times and dates when program is complete.

C. "LIVE" VERSUS "LIVE ON TAPE" PROGRAMMING: MCH and Buyer hereby mutually agree that at least 80 percent shall be produced, and aired LIVE.



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Therefore, because of holidays, vacations, and Mr. Crowley's other responsibilities up to 26 programs annually may air "LIVE ON DIGITAL DISC", and rebroadcast with the message they are "best of" programs. When Buyer spokesperson is not available for scheduled guest appearance, MCH will run a digitally-recorded interview segment whenever timely and practical.

D. INDEMNIFICATION: Buyer hereby indemnifies Moneyventions Inc., and otherwise holds Crowley harmless, and Steve Crowley personally, from any legal actions brought against Steve Crowley personally and/or MV resulting for any reason whatsoever. MV and Crowley likewise indemnify and hold Buyer harmless.

E. COMPLIANCE, DISCLOSURE AND DISCLAIMER ISSUES: Crowley and MCH shall be responsible for disclosing its paid advertising relationship with Buyer on the air at least twice per hour on Radio (once per half-hour on television) during which either (a) Buyer representative participates on the air or (b) during which Crowley mentions Buyer on the air. The Securities and Exchange Commission requires that both the compensation relationship and the amount thereof must be disclosed on the air, and this is exactly what is done during the aforementioned radio programs. Disclosures are aired during each Radio and Television program.

If Buyer has other disclosure requirements under FINRA and/or N.A.S.D. Rules and Regulations, it shall immediately inform Crowley and MV in writing so that Crowley can assure that such disclosures are made on each program on which Buyer's message airs LIVE and/or on tape.

The Buyer's management, control and ownership position with Enertopia Corporation and "ENRT" must be mentioned and fully disclosed to listeners. Crowley shall also disclaim on the air, via LIVE and/or taped messages, that "all investments carry varying degrees of risk, so please investigate before you invest before you make an investing decision". This assures that listeners and viewers comprehend the inherent risk factors.

F. ARBITRATION: Because the parties wish to continue their cordial and cooperative working relationship throughout the duration of this Agreement, all parties hereby agree that any disagreements or disputes arising from this Agreement and relationship shall be settled through professional arbitration.

G. BROADCAST AUTHORITY: Crowley hereby stipulates that he has the rights and ability to broadcast the S.C.A.S. Radio program, as stated, nationally for hours 4 to 5 PM Eastern. And all hours are LIVE on the Internet.



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H. INVESTMENT LICENSE AUTHORITY: Buyer hereby affirms and stipulates that client maintains all the current and proper licensing for all the services, companies and stock that it promotes on SCAS Radio programs and on all other media related to this Agreement.

I. MUTUALLY COOPERATIVE PRODUCTION EFFORTS: MV and Buyer hereby stipulate that they will mutually cooperate to plan and schedule radio and television productions times that are convenient and agreeable to both parties.

J. TELEVISION PRODUCTIONS: Buyer representative and MoneyVentions Inc. shall arrange convenient times for TV interview taping either in Canada or facilities in Florida. Company Enertopia shall supply any available B-roll video which will add to the quality of the feature report and is in proper HDTV usable format. MV shall produce custom graphics for the Buyer, and shoot other video in Canada that might be appropriate and useful to final feature productions.

K. MISCELANEOUS: This Agreement shall be interpreted under the laws in the State of Florida.

ALL OF THE AFOREMENTIONED TERMS AND CONDITIONS ARE HEREBY AGREED TO, WITHOUT EXCEPTION, BY THE UNDERSIGNED:

Program Provider:

Stephen E. Crowley, President and CEO
MoneyVentions Inc.
DBA: Money Channel

Date: March 6, 2014

Buyer:

Name:
Title:
Company: Enertopia Corporation

Date: March __, 2014



**THE MONEY
CHANNEL**

March 6, 2014

Mr. Robert McAllister, President
Enertopia Corporation
Suite 950 – 1130 West Pender Street
Vancouver, BC CANADA V6E 4A4

VIA E-MAIL: mcallister@enertopia.com
kameo300@gmail.com

INVOICE

National Radio, Television and Internet Media through September 15,
2014 per Agreement dated March 6, 2014:

Radio \$ 8,900.00
Television..... \$ 9,500.00
Internet.....\$ 5,750.00

TOTAL.....\$ 24,150.00

Less: 10 Percent..... (\$ 2,415.00)

Payment due on or before March 11, 2014..... \$ 21,735.00

PLEASE WIRE TO:

Moneyventions Inc.
5321 Lyons Road
Coconut Creek, FL 33073
Wells Fargo N. A.
Account: '5563609600'
ABA#: 063107513
Routing #: 121000248
Swift Code: WFBIUS6S

Please DO NOT Mail.

THANK YOU! OUR NEW ADDRESS AND FAX ON FOLLOWING PAGE...





**THE MONEY
CHANNEL**

PLEASE NOTE: NEW MAIN OFFICE:

**OUR ADDRESS: 5489 Wiles Road, Suite 306 FAX: 954-301-0226
Coconut Creek, FL 33073 (New)**

Steve's Direct Phone: 1-954-394-2223

6601 Lyons Road, Suite I-9, Coconut Creek, Florida 33073

PHONE: 954-418-8750 | **FAX:** 954-418-8752 | **VISIT:** MoneyChannel.tv

