

**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

April 14, 2014

Item 3. News Release

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

Item 4. Summary of Material Change

The Company appointed Mr. Jeff Paikin to its Advisory Board for a period of not less than one year, but to be determined by certain performance thresholds described in the letter. Upon signing of the letter of acceptance the Company issued 90,000 common shares at a deemed price of \$0.39. Based on the milestones listed in the letter, Mr. Paikin can be eligible to receive up to a total of 472,500 common shares of the Company.

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 April 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): April 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 Agreement

Item 3.02 Unregistered Sales of Equity Securities

The Company appointed Mr. Jeff Paikin to its Advisory Board for a period of not less than one year, but to be determined by certain performance thresholds described in the letter. Upon signing of the letter of acceptance the Company issued 90,000 common shares at a deemed price of \$0.39. Based on the milestones listed in the letter, Mr. Paikin can be eligible to receive up to a total of 472,500 common shares of the Company.

The Company issued the 90,000 common shares at a deemed price of \$0.34 per the terms of the Letter of Intent to lease space in Ontario to one (1) 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.

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 appointment 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 | Letter of Appointment dated April 14, 2014 |
| 99.1 | Press Release dated April 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: April 14, 2014

Enertopia Corp.

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



Press Release #201425

FOR IMMEDIATE RELEASE

April 14, 2014

Enertopia Welcomes Mr. Jeff Paikin to Advisory Board

Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce Mr. Jeff Paikin.

Mr. Jeff Paikin has joined Enertopia's Advisory Board. Mr. Paikin is well known throughout the GTA (Greater Toronto Area) as the President of New Horizon Development Group and for his extensive community involvement. Mr. Paikin is the past Chair and a current Board Member of the Canadian Accredited Independent Schools; a member of the Hamilton Tiger-Cats Advisory Board, and for 29 years has been on the Committee of B'Nai Brith Sports Celebrity Dinner in Hamilton, ON.

Mr. Paikin was named Hamilton's Royal Bank of Canada Distinguished Citizen of the Year for 2013. He is a past Member of the Campaign Cabinet for The Children's Aid Society and of the Hamilton Health Sciences Foundation, among many others.

Mr. Paikin is eligible to receive up to 472,500 restricted common shares of stock over time in his role as an Advisory Board member, depending on certain specified performance thresholds being reached. Enertopia continues to build its team of experts and consultants in all aspects of its business and expects to continue this growth in the near future.

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 Marijuana 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 will future sales will result or any advisor will have a material impact on the Company.

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

Enertopia Corporation

Mr. Jeff Paikin
400-69 John St. South
Hamilton, ON L8N 2B9
P - 905-777-0000

April 10, 2014

Dear Mr. Paikin,

This letter confirms your appointment to, and your acceptance of, your role as a member of Enertopia Corp.'s Advisory Board for a period of not less than one year, but to be determined by certain performance thresholds as noted below.

As an advisor to Enertopia Corp, you agree to make available to the Board of Directors of Enertopia and to myself as President/CEO of Enertopia, your time and expertise as required to assist us to evaluate opportunities and procedures in the legal marijuana sector. We would expect your expertise in the areas of project evaluation; building selection; finance and such other areas as you feel best represent your abilities.

In return for your agreeing to assist us in this manner, we will pay to you the following schedule of compensation for your participation on our Advisory Board, to a total of 472,500 restricted common shares. Any/all shares issued must be in compliance with all Canadian and US regulations, and you must remain a member of our Advisory Board at the time of each compensation award.

The table below represents milestones to be achieved at the building location known to you and to Enertopia Corp, but not disclosed herein due to reasons of competitiveness within the industry. It is understood that the plant will be outfitted and designed to produce medical marijuana under Health Canada's MMPR program.

| Shares On Signing | Shares On Municipal Approval | Shares On Health Canada Approval | Shares on First Harvest | Shares on \$5,000,000 in Plant Revenue |
|-------------------|------------------------------|----------------------------------|-------------------------|--|
| 90,000 | 45,000 | 90,000 | 135,000 | 112,500 |

We very much appreciate your time and expertise and believe you can make a valuable contribution to Enertopia's success.

If this is acceptable to you, please sign this letter as specified below, and return to me via scan at mcallister@enertopia.com or kameo300@gmail.com at your earliest convenience.

Yours Truly,

Robert McAllister
President / CEO
Enertopia Corp

Accepted: Jeff Paikin