

Form 45-102F1

Notice of Intention to Distribute Securities under Section 2.8 of
NI 45-102 *Resale of Securities*

Reporting issuer

1. Name of reporting issuer: ENERTOPIA CORP.

Selling security holder

2. Your name: MATHEW T. CHADWICK (shares held indirectly through 0984329 BC Ltd.)

3. The offices or positions you hold in the reporting issuer: Director and Senior Vice President of
Marihuana Operations

4. Are you selling securities as a lender, pledgee, mortgagee or other encumbrancer? No

5. Number and class of securities of the reporting issuer you beneficially own: 16,000,000 Common
Shares

Distribution

6. Number and class of securities you propose to sell: up to 872,713 Common Shares.

7. Will you sell the securities privately or on an exchange or market? If on an exchange or market, provide the name. Canadian Securities Exchange and/or OTCQB.

Warning

It is an offence to submit information that, in a material respect and in light of the circumstances in which it is submitted, is misleading or untrue.

Certificate

I certify that

(1) I have no knowledge of a material fact or material change with respect to the issuer of the securities that has not been generally disclosed; and

(2) the information given in this form is true and complete.

Date May 8, 2014

MATHEW T. CHADWICK

.....
Your name (Selling security holder)

“Mathew T. Chadwick”

.....
Your signature (or if a company, the
signature of your authorized signatory)