

**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 16, 2011

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on March 16, 2011. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on March 16, 2011.

Item 4. Summary of Material Change

On December 29, 2009, the Company had adopted the 2010 Equity Compensation Plan. Based on this original Stock Option Plan, on March 16, 2011, the Company has granted additional 150,000 stock options to an Advisor of the Company. The exercise price of the stock options is \$0.18, which are all vested on immediately and expires March 16, 2016.

The following are the recipients and the options granted:

Joe Sandberg	150,000
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On November 17, 2010 the Company entered into a month to month consulting agreement with Mr. Tom Ihrke, whereby Mr. Ihrke would act as the Senior Vice President, Business Development.

The Company settled the debt incurred as a result of that consulting agreement up to March 16, 2011, being US\$12,500, to Mr. Tom Ihrke by issuing 78,125 restricted common shares of the Company at a price of \$0.16 per share.

The Company issued the units to one (1) 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, President of the Company, at 604.602.1633

Item 8. Date of Report

DATED March 16, 2011.

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): November 17, 2010

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) 602-1633

(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 29, 2009, the Company had adopted the 2010 Equity Compensation Plan. Based on this original Stock Option Plan, on March 16, 2011, the Company has granted additional 150,000 stock options to an Advisor of the Company. The exercise price of the stock options is \$0.18, which are all vested on immediately and expires March 16, 2016.

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Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing debt for settlement 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	Consulting Agreement Dated November 17, 2010
10.2	Debt Settlement Agreement dated March 16, 2011
10.3	Form of Stock Option Agreement
99.1	Press Release dated March 16, 2011

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 16, 2011

Enertopia Corp.

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



PRESS RELEASE #201109
MARCH 16, 2011

FOR IMMEDIATE RELEASE

New Advisor Mineral Exploration; Options Granted

Vancouver, BC—Enertopia Corporation (ENRT:OTCBB) (TOP:CNSX) (the "Company" or "Enertopia") announces that it has appointed Mr. Joe Sandberg, MBA, P. Geol as an Advisor focused on mineral exploration.

Mr. Sandberg has spent more than 40 years in the mining industry, mostly focused on the US southwest. He has extensive experience in both base metal and precious metals project development in open pit and underground situations. He is currently CEO of Redhawk Resources and previously held various management positions with several major mining companies.

“We are very pleased to have Joe join our growing team. Over the past year he has helped Redhawk Resources raise \$24 million dollars and has greatly advanced that company’s projects”, said Robert McAllister, President. Mr. Sandberg’s geological expertise is expected to be of significant value to the Company as it moves forward with resource exploration. Mr. Sandberg will receive an honorarium of USD \$2,000 for the first year of his participation on our Advisory Board and a grant of 150,000 options exercisable at a price of US \$0.18 in connection with his engagement.

The Company also announces it has settled a debt of US\$12,500 through the issuance of 78,125 restricted shares at a deemed price of US \$0.16 per share, to Mr. Ihrke VP Business Development of the Company.

About Enertopia

Enertopia (www.enertopia.com) shares are quoted in the USA with symbol ENRT, and in Canada with symbol TOP. For additional information, please visit www.enertopia.com or call Robert McAllister, President, Enertopia Corporation at 1.250.765.6422

Media Contact:

Pat Beechinor, Media Relations, Enertopia Corporation
403.463.4119 or beechinor@utopia2030.com

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. 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 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 include: (i) the Company creating a

new business division focusing on natural resource acquisitions and exploration; (ii) the Company's proposed acquisition of the Claims; and (iii) the Company's belief that the ability to enhance shareholder value within the natural resource sector is considerable today. 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. Factors which could cause actual results to differ materially from those estimated by the Company include, but are not limited to, government regulation, managing and maintaining growth, the effect of adverse publicity, litigation, competition, access to capital, and other factors which may be identified from time to time in the Company's public announcements and filings. The Company's evaluation of alternative energy projects in the heat recovery, solar thermal, solar PV and water purification; and of resource projects provides no assurance that any particular project will have any material effect on the Company.

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