

ENERTOPIA CORP.

950-1130 West Pender Street
Vancouver, BC, Canada V6E 4A4

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON JULY 15, 2014**

Dear Stockholder:

Our annual meeting of stockholders will be held at Suite 400, 570 Granville Street, Vancouver, BC, Canada, V6C 3P1, at 10:00 a.m., local time, on **Wednesday, July 15, 2014** for the following purposes:

1. to elect Robert McAllister, Donald Findlay, John Thomas and Mathew Chadwick as directors to serve our company for the ensuing year and until their successors are elected;
2. to ratify MNP LLP our independent registered public accounting firm for the fiscal year ending August 31, 2014 and to allow directors to set the remuneration;
3. to approve a change of business of our company;
4. to conduct an advisory vote on the compensation of our company's Named Executive Officers (the "Say-on-Pay Proposal");
5. to conduct an advisory vote on the frequency of future advisory votes on the compensation of our company's Named Executive Officers (the "Say-When-on-Pay Proposal");
6. to approve the adoption of the Company's 2014 stock option plan; and
7. to transact such other business as may properly come before the Meeting or any adjournment of postponement thereof.

These items of business are more fully described in the proxy statement accompanying this notice.

Our board of directors has fixed the close of business on **June 10, 2014** as the record date for the determination of the stockholders entitled to notice of, and to vote at, the annual meeting or any adjournment thereof. Only the stockholders of record on the record date are entitled to vote at the annual meeting.

Whether or not you plan on attending the annual meeting, we ask that you vote by proxy by following instructions provided in the enclosed proxy card as promptly as possible. If your shares are held of record by a broker, bank, or other nominee, please follow the voting instruction sent to you by your broker, bank, or other nominee in order to vote your shares.

Even if you have voted by proxy, you may still vote in person if you attend the annual meeting. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the annual meeting, you must obtain a valid proxy issued in your name from that record holder.

Sincerely,

By Order of the Board of Directors

Per: /s/ Robert McAllister

Robert McAllister
Chairman of the Board

Date: June 4, 2014
