

## Proxy

### ANNUAL MEETING OF STOCKHOLDERS OF ENERTOPIA CORP. (the “Company”) TO BE HELD AT 400 – 570 Granville St, Vancouver BC V6C 3P1 on Wednesday, July 15, 2014, at 10:00 A.M. (PACIFIC TIME)

The undersigned stockholder (“Registered Stockholder”) of the Company hereby appoints Robert McAllister, a Director of the Company, or failing this person, Chris Bunka, a Director of the Company, or, in the place of the foregoing, \_\_\_\_\_ as proxyholder for and on behalf of the Registered Stockholder with the power of substitution to attend, act and vote for and on behalf of the Registered Stockholder in respect of all matters that may properly come before the Meeting of the Registered Stockholders of the Company and at every adjournment thereof, to the same extent and with the same powers as if the undersigned Registered Stockholder were present at the said Meeting, or any adjournment thereof.

The Registered Stockholder hereby directs the proxyholder to vote the securities of the Company registered in the name of the Registered Stockholder as specified herein.

**The undersigned Registered Stockholder hereby revokes any proxy previously given to attend and vote at said Meeting.**

**SIGN HERE:** \_\_\_\_\_

**Please Print Name:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**Number of Shares Represented by Proxy:** \_\_\_\_\_

***THIS PROXY FORM IS NOT VALID UNLESS IT IS SIGNED AND DATED. SEE IMPORTANT INFORMATION AND INSTRUCTIONS ON REVERSE.***

**Resolutions** (For full detail of each item, please see the enclosed Notice of Meeting and Information Circular)

**PROPOSAL 1: Election of Directors:**

a) Robert McAllister	FOR	[ ]	WITHHELD	[ ]
b) Donald Findlay	FOR	[ ]	WITHHELD	[ ]
c) John Thomas	FOR	[ ]	WITHHELD	[ ]
d) Mathew Chadwick	FOR	[ ]	WITHHELD	[ ]

<b>PROPOSAL 2: To ratify the appointment of MNP LLP as our company’s independent public accounting firm for the fiscal year ending August 31, 2014</b>	FOR	[ ]	AGAINST	[ ]
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<b>PROPOSAL 3: To approve a change of business of our company</b>	FOR	[ ]	AGAINST	[ ]
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<b>PROPOSAL 4: Advisory Vote on the compensation of our company’s named executive officers</b>	FOR	[ ]	AGAINST	[ ]
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<b>PROPOSAL 5: Advisory Vote on the frequency of future advisory votes on the compensation of our company’s named executive officers</b>	<b>1</b>	<b>2</b>	<b>3</b>
	<b>Year</b>	<b>Years</b>	<b>Years</b>
	[ ]	[ ]	[ ]

<b>PROPOSAL 6: To approve the adoption of our company’s 2014 stock option plan</b>	FOR	[ ]	AGAINST	[ ]
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## INSTRUCTIONS FOR COMPLETION OF PROXY

### 1. This Proxy is solicited by the Management of the Company.

2. This form of proxy ("Instrument of Proxy") ***must be signed by you, the Registered Stockholder***, or by your attorney duly authorized by you in writing, or, in the case of a corporation, by a duly authorized officer or representative of the corporation; and ***if executed by an attorney, officer, or other duly appointed representative, the original or a notarial copy of the instrument so empowering such person, or such other documentation in support as shall be acceptable to the Chairman of the Meeting, must accompany the Instrument of Proxy.***

3. ***If this Instrument of Proxy is not dated*** in the space provided, authority is hereby given by you, the Registered Stockholder, for the proxyholder to date this proxy seven (7) calendar days after the date on which it was mailed to you, the Registered Stockholder, by Olympia Trust Company.

4. ***A Registered Stockholder who wishes to attend the Meeting and vote on the resolutions in person***, may simply register with the scrutineers at the Meeting before the Meeting begins.

5. ***A Registered Stockholder who is not able to attend the Meeting in person but wishes to vote on the resolutions***, may do one of the following:

***(a) appoint one of the management proxyholders*** named on this Instrument of Proxy, by leaving the wording appointing a nominee as is (i.e. do not strike out the management proxyholders shown and do not complete the blank space provided for the appointment of an alternate proxyholder). **Where no choice is specified by a Registered Stockholder with respect to a resolution set out herein, a management appointee acting as a proxyholder will vote in favour of each matter identified on this Instrument of Proxy and for the nominees of management for directors and auditor as identified in this Instrument of Proxy; OR**

***(b) appoint another proxyholder***, who need not be a Registered Stockholder of the Company, to vote according to the Registered Stockholder's instructions, by striking out the management proxyholder names shown and inserting the name of the person you wish to represent you at the Meeting in the space provided for an alternate proxyholder. If no choice is specified with respect to the matters to be voted on at the Meeting, **the proxyholder has discretionary authority to vote as the proxyholder sees fit.**

6. ***The securities represented by this Instrument of Proxy will be voted or withheld from voting in accordance with the instructions of the Registered Stockholder on any poll*** of a resolution that may be called for and, if the Registered Stockholder specifies a choice with respect to any matter to be acted upon, the securities will be voted accordingly. Further, the securities will be voted by the appointed proxyholder with respect to any amendments or variations of any of the resolutions set out on the Instrument of Proxy or matters which may properly come before the Meeting as the proxyholder in its sole discretion sees fit.

If a Registered Stockholder has submitted an Instrument of Proxy, ***the Registered Stockholder may still attend the Meeting and may vote in person.*** To do so, the Registered Stockholder must record his/her attendance with the scrutineers before the commencement of the Meeting and revoke, in writing, the prior votes by proxy.

***To be represented at the Meeting, this Instrument of Proxy must be received by Olympia Trust Company no later than forty eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof, or may be accepted by the Chairman of the Meeting prior to the commencement of the Meeting.***

### 8. VOTING METHODS

**INTERNET VOTING 24 Hours a Day, 7 days a week:** If a WEB VOTING ID NUMBER appears on the face of this Instrument of Proxy in the address box (see example below), you can complete internet voting at <https://secure.olympiatrust.com/proxy/>

Example:

123456 9999 1000 <b>123F45K</b> JOHN DOE 123 MAIN STREET CALGARY AB T1A 1A1
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o **123F45K** would be your WEB VOTING ID NUMBER

**RETURN YOUR PROXY BY MAIL, FACSIMILE OR E-MAIL TO Olympia Trust Company**

*Olympia Trust Company, Proxy Department, 1003 – 750 West Pender Street, Vancouver, British Columbia V6C 2T8*

*Facsimile: (604) 484-8638 E-mail: [proxy@olympiatrust.com](mailto:proxy@olympiatrust.com)*

***Do not mail the printed Instrument of Proxy if you have voted via the Internet.***

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