

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, 2011

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on April 21, 2011. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on April 21, 2011.

**Item 4. Summary of Material Change**

On April 14, 2011, Enertopia Corporation ("Enertopia" or the "Company") held its Annual and Special Meeting of Shareholders for the following purposes:

1. To elect Robert McAllister, Dr. Gerald Carlson and Chris Bunka as directors of the Company for the ensuing year.
2. To ratify Chang Lee LLP, independent public accounting firm for the fiscal year ending August 31, 2011, and to allow directors to set the remuneration.
3. To approve, ratify and confirm the consolidation of the 2008 Stock Option Plan and the 2010 Equity Compensation Plan into one plan and approve the terms of this new plan, the 2011 Stock Option Plan.

All proposals were approved by the shareholders. The proposals are described in detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on March 9, 2011. The results of each voting proposal were as follows:

(1) Election of Directors:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>
Robert McAllister	6,744,583	Nil	Nil
Dr. Gerald Carlson	6,744,583	Nil	Nil
Chris Bunka	6,744,583	Nil	Nil

- (2) Proposal to ratify Chang Lee LLP as the Company's Independent Registered Public Accounting Firm:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
6,744,583	Nil	Nil

- (3) Proposal to approve, ratify and confirm consolidation into 2011 Stock Option Plan:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
6,744,583	Nil	Nil

**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 April 21, 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): April 11, 2011

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>000-51866</b>	<b>20-1970188</b>
(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 5.07 Submission of Matters to a Vote of Security Holders.**

On April 14, 2011, Enertopia Corporation (“Enertopia” or the “Company”) held its Annual and Special Meeting of Shareholders for the following purposes:

4. To elect Robert McAllister, Dr. Gerald Carlson and Chris Bunka as directors of the Company for the ensuing year.
5. To ratify Chang Lee LLP, independent public accounting firm for the fiscal year ending August 31, 2011, and to allow directors to set the remuneration.
6. To approve, ratify and confirm the consolidation of the 2008 Stock Option Plan and the 2010 Equity Compensation Plan into one plan and approve the terms of this new plan, the 2011 Stock Option Plan.

All proposals were approved by the shareholders. The proposals are described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 9, 2011. The results of each voting proposal were as follows:

(1) Election of Directors:

<u>Nominee</u>	<u>For</u>	<u>Against</u>	<u>Withheld</u>
Robert McAllister	6,744,583	Nil	Nil
Dr. Gerald Carlson	6,744,583	Nil	Nil
Chris Bunka	6,744,583	Nil	Nil

(2) Proposal to ratify Chang Lee LLP as the Company’s Independent Registered Public Accounting Firm:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
6,744,583	Nil	Nil

(3) Proposal to approve, ratify and confirm consolidation into 2011 Stock Option Plan:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
6,744,583	Nil	Nil

**Item 7.01 Regulation FD Disclosure**

On April 21, 2011, the Company announced the AGM results.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	News Release dated April 21, 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: April 21, 2011

Enertopia Corp.

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



**PRESS RELEASE #201113**

**FOR IMMEDIATE RELEASE**

**APRIL 21, 2011**

### **Enertopia Corporate Update AGM Results**

**Vancouver, BC—Enertopia Corporation** (ENRT-OTCBB) (TOP-CNSX) (the "Company" or "Enertopia") announces that at its AGM on April 14<sup>th</sup> all resolutions passed with a record number of votes cast for each resolution.

On April 14, 2011, the company had its annual general meeting. Certain motions were approved and adopted:

- To consolidate the 2008 Stock Option Plan and the 2010 Equity Compensation Plan into one plan and approve the Corporation's 2011 Stock Compensation Plan, approved by unanimous shareholder vote with 6,744,583 votes for and nil votes against;
- Election of Robert McAllister, Dr. Gerald Carlson and Chris Bunka as directors, approved by unanimous shareholder vote with 6,744,583 votes for and nil votes against;
- Ratification of the continued appointment of the independent, registered public accounting firm, approved by unanimous shareholder vote with 6,744,583 votes for and nil votes against.

#### **About Enertopia**

Enertopia's shares are quoted in the USA with symbol ENRT and in Canada with symbol TOP. The company searches for projects that could provide potential above-market returns. For additional information, please visit [www.enertopia.com](http://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](mailto: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 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.