

**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**

July 14, 2014

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on July 14, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on July 14, 2014.

**Item 4. Summary of Material Change**

On July 14, 2014 the Company announced that the production of Medical Marijuana in compliance with Health Canada MMPR regulations has received final Municipal zoning approval for the Lexaria/Enertopia joint venture in Burlington Ontario.

On April 24, 2014 the Company entered into a one year consulting contract with Clark Kent as Media Coordinator, amended on June 17, 2014. Based on the milestones listed in the amended contract, the Company issued Mr. Kent 135,000 common shares at a deemed price of \$0.14.

On April 24, 2014 the Company entered into a one year consulting contract with Don Shaxon as Ontario Operations Manager, amended on June 17, 2014. Based on the milestones listed in the amended contract, the Company issued Mr. Shaxon 135,000 common shares at a deemed price of \$0.14.

On April 24, 2014 the Company entered into a one year consulting contract with 490072 Ontario Ltd. operating as HEC Group, wholly owned company by Greg Boone as Human Resources Manager, amended on June 17, 2014. Based on the milestones listed in the amended contract, the Company issued Mr. Boone's company 135,000 common shares at a deemed price of \$0.14.

On April 24, 2014 the Company entered into a one year consulting contract with Jason Springett as Master Grower for Ontario Operations, amended on June 17, 2014. Based on the milestones listed in the amended contract, the Company issued Mr. Springett 135,000 common shares at a deemed price of \$0.14.

On April 14, 2014 Company appointed Mr. Jeff Paikin to its Advisory Board for a period of not less than one year, but to be determined by certain performance thresholds described in the letter that was amended on June 17, 2014. Based on the milestones listed in the amended letter, the Company issued Mr. Paikin 135,000 common shares at a deemed price of \$0.14.

On May 5, 2014 the Company entered into a one year consulting contract with Bmullan and Associates wholly owned company by Brian Mullan as Security Consultant. Based on the milestones listed in the contract, the Company issued Mr. Mullan or his company 45,000 common shares at a deemed price of \$0.14.

**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, CEO and President of the Company, at 604.602.1675

**Item 8. Date of Report**

DATED July 14, 2014.

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): July 14, 2014

**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) 602-1675

(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 Agreement**

### **Item 3.02 Unregistered Sales of Equity Securities**

On July 14, 2014 the Company announced that the production of Medical Marijuana in compliance with Health Canada MMPR regulations has received final Municipal zoning approval for the Lexaria/Enertopia joint venture in Burlington Ontario.

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On May 5, 2014 the Company entered into a one year consulting contract with Bmullan and Associates wholly owned company by Brian Mullan as Security Consultant. Based on the milestones listed in the contract, the Company issued Mr. Mullan or his company 45,000 common shares at a deemed price of \$0.14.

The Company issued the 720,000 common shares at a deemed price of \$0.14 per the terms of the consulting contracts to six (6) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

### **Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the municipal approval 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.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<b>Press Release dated July 14, 2014</b>

**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: July 14, 2014

Enertopia Corp.

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



Press Release #201434

FOR IMMEDIATE RELEASE

July 14, 2014

## **Municipal Approval for Enertopia Joint Venture in Burlington, Ontario**

**Kelowna, BC, July 14, 2014 Enertopia Corp. (ENRT-OTCQB) (TOP-CSE)** (the "Company" or "Enertopia") is pleased to announce that Municipal approval has been granted for the production, cultivation and sale of Medical Marihuana under the MMPR regulations in appropriately zoned locations. Previously announced only as being located in the Greater Toronto Area, now that Municipal approval has been obtained Enertopia is happy to announce the facility location as Burlington, Ontario.

The evaluation procedures of the City of Burlington were followed, including presentations made to city officials and opportunities for public feedback and input. Enertopia is pleased that the City of Burlington showed community leadership and vision in implementing a thoughtful series of rules for the cultivation of medical marijuana in accordance with Federal Health Canada regulations.

“It needs to be mentioned that there was no negative feedback during the public hearing process, a true testament to growing acceptance of Medical Marihuana being used as a medicine for people in pain or other chronic conditions,” said Robert McAllister, CEO of Enertopia Corp.

Now that the City of Burlington has passed a bylaw permitting medical marijuana production facilities, Enertopia expects that the joint venture license application to Health Canada will be submitted soon.

The bylaw approving the medical marijuana facility zoning was passed by Burlington officials on June 9<sup>th</sup>, and the period of time when appeals were allowed to be heard expired on July 9, 2014. Notice of passing of the Bylaw was provided on July 10, and at this time the bylaw is in existence. A total of 720,000 restricted common shares will be issued to a number of persons in accordance with previously entered agreements, upon reaching the municipal approval milestone.

The Enertopia/ Lexaria joint venture, as previously reported, is for a building of approx 30,000 sq ft for first phase design, with a right of first refusal obtained for approx another 45,000 sq ft. Since the original announcement of this facility on April 10, 2004, a great deal of progress has been made regarding the state of the art design concepts expected to be implemented.

The joint venture has engaged David Hyde & Associates for security design and implementation. David Hyde & Associates is a full service security management and business risk consulting and training practice that offers independent, high quality advisory services underpinned by real-world security and risk management experience. David Hyde & Associates, widely acknowledged as one of Canada's leading security experts, has previously been a security consultant to another existing company that has already received their license under the MMPR program.

The joint venture has also engaged KNY Architects Inc, a design and planning firm headquartered in Burlington that has been in business for over 55 years. They have completed hundreds of projects across Canada, USA, and the Ukraine.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Separately, Enertopia has accepted the resignation of Chris Hornung as Assistant Operations Manager.

### **About Enertopia**

Enertopia's shares are quoted in the USA with symbol ENRT and in Canada with symbol TOP.

To learn more about Enertopia Corp. visit [www.enertopia.com](http://www.enertopia.com).

FOR FURTHER INFORMATION PLEASE CONTACT:

Ken Faulkner, Business and Institutional Development: (250) 765-3630  
Clark Kent, Media Inquiries: (647) 519-2646

### **FORWARD-LOOKING STATEMENTS**

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. 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, potential and financing of its medical marihuana projects, evaluation of clean energy projects, oil & gas projects, , 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., foreign exchange and other financial markets; changes of the interest rates on borrowings; hedging activities; changes in commodity prices; changes in the investments and exploration expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments

in areas in which Enertopia Corporation operates. There is no assurance that the medical marijuana business will provide any benefit to the Company, and no assurance that any proposed new facility will be built or proceed, nor that municipal or Health Canada regulatory approvals will be obtained. There is no assurance that any municipality where proposed facilities are located will retain its approval for a medical marijuana production facility.

The User should refer to the risk disclosures set out in the periodic reports and other disclosure documents filed by Enertopia Corporation from time to time with regulatory authorities.

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