

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 15, 2014

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on July 23, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on July 23, 2014.

Item 4. Summary of Material Change

On July 15, 2014, Enertopia Corporation ("Enertopia" or the "Company") held its Annual and Special Meeting of Shareholders.

On July 23, 2014, 252,000 warrants from previous private placements were exercised into 252,000 common shares of the Company for net proceeds of US\$25,200.

Proceeds of the warrants exercise will be used for general working capital.

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 23, 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 15, 2014

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) 602-1675

(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

Item 5.07 Submission of Matters to a Vote of Security Holders

On July 15, 2014, Enertopia Corporation (“Enertopia” or the “Company”) held its Annual and Special Meeting of Shareholders 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.

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 June 5, 2014. The results of each voting proposal were as follows:

(1) Election of Directors:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>
Robert McAllister	18,929,105	113,264
Donald Findlay	18,963,169	79,200
John Thomas	19,000,854	41,515
Mathew Chadwick	2,084,772	16,957,597

(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:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
30,286,680	285,136	1

(3) To approve the Company change of its business from exploration of oil and gas to a non-resource business:

<u>For</u>	<u>Against</u>	<u>Abstentions</u>
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	19,029,444	12,925	11,529,448	
(4)	To conduct Say on Pay Vote as required by Section 14A of the Exchange Act:			
	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	
	19,008,019	34,350	11,554,370	
(5)	To conduct Say When on Pay Vote every three years:			
	<u>For One Year</u>	<u>For Two Years</u>	<u>For Three Years</u>	<u>Abstentions</u>
	1,452,183	74,858	17,490,406	11,554,370
(6)	To approve the Company's 2014 Stock Option Plan:			
	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	
	18,996,969	45,400	11,529,448	

On July 23, 2014, 252,000 warrants from previous private placements were exercised into 252,000 common shares of the Company for net proceeds of \$25,200.

Proceeds of the warrants exercise will be used for general working capital.

The Company issued the units one (1) 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. Each of the subscribers represented that they were not a "US person" as such term is defined in Regulation S.

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

On July 23, 2014, the Company announced the AGM results.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	News Release dated July 23, 2014

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 23, 2014

Enertopia Corp.

(Signature)

By:

/s/ Robert G. McAllister

Robert G. McAllister

President and Director



PRESS RELEASE #201437

FOR IMMEDIATE RELEASE

JULY 23, 2014

Enertopia AGM Results

Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce all resolutions were approved and adopted at its Annual General Meeting (AGM) held on July 15th.

Re-election of directors was approved with the following results:

Nominee	For	Withhold	Not Voted
Robert McAllister	18,929,105 (99.41%)	113,264 (0.59%)	11,529,448
Donald Findlay	18,963,169 (99.58%)	79,200 (0.42%)	11,529,448
John Thomas	19,000,854 (99.78%)	41,515 (0.22%)	11,529,448
Mathew Chadwick	2,084,772 (10.95%)	16,957,597 (89.05%)	11,529,448

Ratification of MNP LLP our independent registered public accounting firm to hold office until the close of the next annual general meeting and to allow directors to set the remuneration, approved with 30,286,680 votes For (99.07%), 285,136 votes Against (0.93%) and 1 vote Not Voted; and

Ratification of the change of business to the regulated marijuana industry was passed with 19,029,444 votes For (99.93%), 12,925 votes Against (0.07%), and 11,529,448 Not Voted; and

Shareholders approved the compensation of our company's named executive officers (Say-On-Pay), by a vote of 19,008,019 votes For (99.82%), 34,350 votes Against (0.18%), and 11,554,370 Not Voted; and

Shareholders approved a 3-year frequency (Say-When-On-Pay) of future advisory votes on the compensation of our company's named executive officers, by the following votes One Year – 1,452,183, Two Years - 74,858 Three Years – 17,490,406, Not Voted - 11,554,370; and

Ratification of the Company's 2014 stock option plan was passed with 18,996,969 votes For (99.76%), 45,400 votes Against (0.24%), and 11,529,448 Not Voted.

The Company also notes that 252,000 warrants have been exercised raising \$25,200 in net proceeds.

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.

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.

FOR FURTHER INFORMATION PLEASE CONTACT:

Ken Faulkner, Business and Institutional Development: (250) 765-3630

Clark Kent, Media Inquiries: (647) 519-2646

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