

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**

October 14, 2014

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on October 17, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on October 17, 2014.

**Item 4. Summary of Material Change**

As previously disclosed, our company had entered into a Joint Venture Agreement (the "**WOM Agreement**") on January 16, 2014 with World of Marijuana Productions Ltd. ("**WOM**") whereby our company could acquire up to a 51% interest in the Joint Venture business described therein. WOM had applied to acquire a license issued by Health Canada (the "**License**") to allow for WOM to operate a business of legally producing, manufacturing, propagating, importing/exporting, testing, researching and developing, and selling marijuana (the "**Business**").

On October 16, 2014 we entered into a termination and settlement agreement, dated effective October 14, 2014, with WOM and Mathew Chadwick (the "**Settlement Agreement**"), pursuant to which the parties have entered into mutual releases, Mr. Chadwick has resigned from our board of directors and as an officer of the company, and WOM has returned back to the treasury of the company 15,127,287 common shares that had been issued to it. Given the foregoing, all relationships between the parties, including but not limited to the WOM Agreement in regards to the Joint Venture business, have been terminated.

**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 October 17, 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): October 17, 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 Definitive Agreement**

**Item 1.02 Termination of a Material Definitive Agreement**

**Item 2.01 Completion of Disposition of Assets**

**Item 5.02 Departure of Directors**

As previously disclosed, our company had entered into a Joint Venture Agreement (the “**WOM Agreement**”) on January 16, 2014 with World of Marihuana Productions Ltd. (“**WOM**”) whereby our company could acquire up to a 51% interest in the Joint Venture business described therein. WOM had applied to acquire a license issued by Health Canada (the “**License**”) to allow for WOM to operate a business of legally producing, manufacturing, propagating, importing/exporting, testing, researching and developing, and selling marijuana (the “**Business**”).

On October 16, 2014 we entered into a termination and settlement agreement, dated effective October 14, 2014, with WOM and Mathew Chadwick (the “**Settlement Agreement**”), pursuant to which the parties have entered into mutual releases, Mr. Chadwick has resigned from our board of directors and as an officer of the company, and WOM has returned back to the treasury of the company 15,127,287 common shares that had been issued to it. Given the foregoing, all relationships between the parties, including but not limited to the WOM Agreement in regards to the Joint Venture business, have been terminated.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the Settlement Agreement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

- |      |   |
|------|---|
| 10.1 | Termination and Settlement Agreement with 0786521 B.C. Ltd (formerly World of Marihuana Productions Ltd.) and Mathew Chadwick |
| 99.1 | News release dated October 17, 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: October 17, 2014

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



PRESS RELEASE #201442

FOR IMMEDIATE RELEASE

OCTOBER 17, 2014

## **World of Marihuana Joint Venture Update**

**VANCOUVER, BC – October 17, 2014 - Enertopia Corporation (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") announces the following with respect to its Joint Venture partner World of Marihuana ("WOM").**

On October 14, 2014, WOM and the Company signed a Termination and Settlement Agreement with respect to the WOM Joint Venture ("JV") Agreement previously disclosed, and entered into corresponding release agreements. The Company has relinquished its 31% interest in the JV back to WOM and has no further obligations under the JV. In consideration, WOM has returned 15,127,287 Enertopia common shares, which shares have been returned to treasury and cancelled. Further, Mathew Chadwick has resigned from the board of directors of the Company.

The Company will provide updates in the coming weeks with respect to its current facilities and outreach initiatives in the MMJ sector.

### **About Enertopia**

Enertopia's shares are quoted in Canada with symbol TOP and in the United States with symbol ENRT. For additional information, please visit [www.enertopia.com](http://www.enertopia.com) or call

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 updates in the coming weeks with respect to its current facilities and outreach initiatives in the MMJ sector, as well as expected future financial position, results of operations, cash flows, financing plans, business strategy, products and services, potential and financing of its medical marihuana 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*

