

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

November 3, 2014

Item 3. News Release

The Company did disseminate a news release through Newswire.ca on November 3, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on November 4, 2014.

Item 4. Summary of Material Change

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 November 4, 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): November 3, 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 Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

The Company issued 2,100,000 stock options. On July 15, 2014, the Company had adopted the 2014 Stock Option Plan. Based on this original Stock Option Plan, on November 3, 2014, the Company has granted 2,100,000 stock options to a Directors, Officers and Consultant of the Company. The exercise price of the stock options is \$0.10, vested immediately, expiring November 3, 2019.

Name and Position	Amount of stock options grant
Robert McAllister, CEO & President/Chairman	500,000
Bal Bhullar, CFO	500,000
Don Findlay, Director	500,000
John Thomas, Director	500,000
Allan Spissinger	50,000
Taven White	50,000

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 **Form of Stock Option Agreement dated November 3, 2014**
- 99.1 Press release dated November 4, 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: November 4, 2014

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



**PRESS RELEASE #201443 FOR IMMEDIATE RELEASE
NOVEMBER 3, 2014**

Enertopia Announces Intention to Complete a \$300,000 Financing

Vancouver, BC—Enertopia Corporation (TOP) (the "Company" or "Enertopia") announces its intention to complete a non-brokered private placement financing, consisting of 5,000,000 units at \$0.06 per unit (each, a "Unit"), to raise gross proceeds of up to CDN \$300,000 (the "Private Placement").

Each Unit will consist of one common share of the Company and one (1) non-transferable share purchase warrant, each full warrant entitling the holder to purchase one additional common share of the Company (a "PP Warrant Share") for a period of three years from the date of issuance, at a purchase price of US\$0.10 per PP Warrant Share before the second anniversary and US\$0.15 per PP Warrant Share after the second anniversary. Funds raised from the sale of the Units will be used for corporate development in the Medical Marijuana business and G&A.

The Company is offering the Units to existing holders of common shares in addition to subscribers who are accredited investors or are eligible investors pursuant to other legislation applicable in the jurisdiction in which such subscriber resides. Any existing shareholder of Enertopia as at Oct. 31, 2014, will be eligible to purchase Units pursuant to the recently adopted "existing securityholder" exemption in all Canadian jurisdictions other than Ontario and Newfoundland. Under the new exemption, there is no longer a need for an existing shareholder to qualify under the "accredited investor" exemption in order to participate in the offering, however existing shareholders who do not receive advice regarding the suitability of their investment from a registered investment dealer in the jurisdiction of their residence may not purchase more than \$15,000 of securities under this exemption in any 12-month period.

In the event there is an oversubscription of units, the company reserves the right to either reject subscriptions at its discretion, allocate on a pro rata basis or increase the size of the offering.

The securities issued will be subject to a hold period in Canada of four months and one day, or for any resales into the United States pursuant to Rule 144 under the United States *Securities Act of 1933*, as amended, six months and one day. Proceeds of the Private Placement will be used for

general working capital and project development. The Private Placement will be subject to normal regulatory approvals.

The Company could pay broker commissions or finder's fees of up to 8.0% in cash and 8.0% in broker warrants in connection with the Private Placement. Certain directors, officers and insiders of the Company may participate in the Private Placement.

The Company also announces the granting of 2,100,000 stock options at 10 cents per share for five years to officers, directors and consultants to the Company.

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 Canada with symbol TOP and in the United States with symbol ENRT. For additional information, please visit www.enertopia.com or call

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 the closing of the Private Placement and anticipated use of proceeds, 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 reader 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