

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**

December 9, 2014

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on December 9, 2014. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on December 9, 2014.

**Item 4. Summary of Material Change**

On December 9, 2014, the Company announced its progress with the Burlington, Ontario application.

**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 December 9, 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): **December 9, 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 7.01 Regulation FD Disclosure.**

On December 9, 2014, the Company announced its progress in the Burlington, Ontario application.

A copy of the news release 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	Press Release dated December 9, 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: December 9, 2014

Enertopia Corp.

By:           "Robert McAllister"          

Robert G. McAllister

President and Director



PRESS RELEASE #201446

FOR IMMEDIATE RELEASE

DECEMBER 9, 2014

## **Enertopia Provides Burlington MMPR Update**

**VANCOUVER, BC – December 9, 2014 - Enertopia Corporation (ENRT-OTCBB) (TOP-CSE)** (the "Company" or "Enertopia") is pleased to announce that Health Canada has advised the Company that the Burlington, Ontario application has advanced to the Enhanced Screening Stage of the application process.

The company is pleased to advise shareholders that its license application with joint venture partner, Lexaria Corp (LXRP), submitted for licensed producer in July 2014 is now at the Enhanced Screening process. Ontario Operations Manager Mr. Donald Shaxon is the responsible person in charge of the Burlington JV.

The Burlington Joint Venture with Lexaria Corp has applied to produce 10,000kg of Medical Marijuana per year under its Licensed Producer application. Enertopia has 51% interest in the joint venture and Lexaria Corp 49% as disclosed on April 9, 2014 in Enertopia's press release #201424 and press release #201439.

The Burlington JV has requested a Ready to build letter from Health Canada once the application has made it through step 4 of the approval process.

For those not familiar with the Health Canada process for becoming a licensed producer, below are the levels to be reached through the application process. Note there are no specific process times for each step:

- STEP 1: PRELIMINARY SCREENING (COMPLETED)**
- STEP 2: ENHANCED SCREENING (UNDERWAY)**
- STEP 3: SECURITY CLEARANCE**
- STEP 4: REVIEW**
- STEP 5: READY TO BUILD LETTER (IF REQUIRED BY APPLICANT)**
- STEP 6: PRE-LICENCE INSPECTION**
- STEP 7: LICENSING**

The Joint Venture (JV) has been active in the local community and has received very good community and media support. The JV also met with the local policing authority and upon licensing by Health Canada we have proposed that the local police could conduct security and swat team training at the facility. We are very pleased to be working closely with law enforcement and look forward to their insights in preventative and proactive security measures.

On November 24, 2014 Health Canada updated the number of Licensed Producers to grow and sell Marijuana to 14 and the number of Licensed Producers to grow Marijuana at 8 for a current total of 22 Licensed Producers in Canada.

“Enertopia looks forward to the next steps in the application process and receiving a letter to build in 2015. In 2015 Enertopia we will be launching education and wellness seminars to help educate the public and medical community on the responsible and educated uses of Medical Marijuana” Stated President / CEO Robert McAllister.

### **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

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 licensing 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. There is no assurance that the Burlington Joint Venture will obtain a license under MMPR and or that the Company will receive a letter to build in 2015 or be able to obtain future financings.

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