

**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**

June 24, 2015

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on June 25, 2015. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on June 25, 2015.

**Item 4. Summary of Material Change**

On June 24, 2015, the Company entered into Share Purchase Agreement with Shaxon Enterprises Ltd. which replaces the Letter of Intent dated June 10, 2015. Enertopia sold its 51% interest with the MMPR Burlington application number 10-MM0610 and its wholly owned subsidiary Thor Pharma Corp. The Share Purchase Agreement attached hereto as exhibit 10.1 to this current report. The Burlington project related with Joint Venture Agreement dated May 28, 2014 with Lexaria Corp. based on developing a business of legally producing, manufacturing, propagating, importing/exporting, testing, researching and developing marijuana at the Burlington Location. This Joint Venture was terminated based on the closing of this transaction.

**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 June 25, 2015.

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): June 24, 2015

**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**

On June 24, 2015, the Company entered into Share Purchase Agreement with Shaxon Enterprises Ltd. which replaces the Letter of Intent dated June 10, 2015. Enertopia sold its 51% interest with the MMRP Burlington application number 10-MM0610 and its wholly owned subsidiary Thor Pharma Corp. The Share Purchase Agreement attached hereto as exhibit 10.1 to this current report. The Burlington project related with Joint Venture Agreement dated May 28, 2014 with Lexaria Corp. based on developing a business of legally producing, manufacturing, propagating, importing/exporting, testing, researching and developing marijuana at the Burlington Location. This Joint Venture was terminated based on the closing of this transaction.

**Item 7.01 Regulation FD Disclosure**

A copy of the news release announcing the Letter of Intent and cancellation of the Enertopia/Lexaria Joint Venture Agreement 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>
10.1	Share Purchase Agreement dated June 24, 2015
99.1	Press Release dated June 25, 2015

**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: June 25, 2015

Enertopia Corp.

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



PRESS RELEASE #201518

FOR IMMEDIATE RELEASE

JUNE 26, 2015

## **Enertopia Announces Signing of DA and sale of Thor Pharma Corp**

**VANCOUVER, BC – Enertopia Corporation** (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") announces signing of definitive agreement and sale of Thor Pharma Corp.

Enertopia has signed a Definitive agreement to sell its wholly owned sub Thor Pharma Corp along with the MMPR application number 10MMPR0610. The Burlington MMPR license application will continue in the application process under new ownership. The Joint Venture could receive up to \$1,500,000 in milestone payments upon the Burlington facility becoming licensed under the MMPR program. These monies would be split approximately 50% with Lexaria Corp.

The Company looks forward to providing information via social media, website and press releases as news and events become known over the coming weeks.

### **About Enertopia**

The Company's mission is to empower people with a better way of living through healthy lifestyle choices in helping you live your life your way. Our core values of honesty, integrity, and commitment help to define our corporate practices and demonstrate our dedication in helping individuals whether they are encountering health issues based on age, diet or have suffered a traumatic physical, mental or an emotional event.

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 Robert McAllister, the President: (250) 765-6412

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 and sale of sexual creams and other items, 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 Company will receive any milestone payments from the sale of Thor Pharma and the Burlington MMPR application, or that the 1,000,000 shares of Lexaria Corp will have any meaningful impact on the Company or the Company will be able to obtain future financings or a license under the MMPR program.

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