

**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 23, 2015

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on October 23, 2015. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on October 23, 2015.

**Item 4. Summary of Material Change**

On October 23, 2015, the Company's Board has appointed Kevin Brown as a Director of the Company and Victor Lebouthillier as an advisor to the Board of Directors.

October 23, 2015, the Board of Directors accepted the resignation of Donald Findlay as Director of the Company.

The Company issued 1,850,000 stock options. On July 15, 2014, the Company had adopted the 2014 Stock Option Plan. Based on this original Stock Option Plan, on October 23, 2015, the Company has granted 1,850,000 stock options to Directors, Executives and Consultants of the Company. The exercise price of the stock options is \$0.05, vested immediately, expiring October 23, 2020.

**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 23, 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): October 23, 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 3.02 Unregistered Sales of Equity Securities**

**Item 5.02 Appointment of Director, Departure of Director**

On October 23, 2015, the Company's Board has appointed Kevin Brown as a Director of the Company and Victor Lebouthillier as an advisor to the Board of Directors.

October 23, 2015, the Board of Directors accepted the resignation of Donald Findlay as Director of the Company. The Company issued 1,850,000 stock options. On July 15, 2014, the Company had adopted the 2014 Stock Option Plan. Based on this original Stock Option Plan, on October 23, 2015, the Company has granted 1,850,000 stock options to Directors, Executives and Consultants of the Company. The exercise price of the stock options is \$0.05, vested immediately, expiring October 23, 2020.

<b>Name and Position</b>	<b>Amount of stock options grant</b>
Taven White, Consultant	50,000
Allan Spissinger, Consultant	100,000
Robert McAllister, CEO	600,000
Bal Bhullar, CFO	600,000
Kevin Brown, Director	500,000

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the appointment and options grant 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	<b>Form of Stock Option Agreement</b>
99.1	<b>Press Release dated October 23, 2015</b>

**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 23, 2015

Enertopia Corp.

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



PRESS RELEASE #201524

FOR IMMEDIATE RELEASE

OCTOBER 23, 2015

## **Enertopia Announces New Board Appointment and Board Advisor**

**Vancouver, BC—Enertopia Corporation** (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") is pleased to announce our new Advisor to the Board, Mr. Victor Lebouthillier has spent the last 25 years of his career applying new developments in behavioral health sciences to leadership, workplace and family environments.

Mr. Lebouthillier, was past CEO and publisher of Alive Publishing Group: One of North America's leading publishers of health-related journals, books, and distance education home-study courses. Alive garnered the highest readership on health-related topics in Canada, with more than one million readers a month relying on it for information on nutrition, emotional health and stress management. Alive was the recipient of three Benjamin Franklin publishing awards.

Currently, Mr. Lebouthillier is President and the Founder of Health Factors: A service focused on the research and application of advanced behavioral sciences. Mr. Lebouthillier leads a team of behavioral health professionals, communicators and IT programmers whose passion and skills center on accelerating people to achieve optimal wellness and performance.

Mr. Lebouthillier will be assisting the Enertopia Board of Directors in evaluating current and future sourced business opportunities in the health and wellness sector.

"I am excited about this new opportunity to be involved with Enertopia as their new Advisor to the Board." Stated Mr. Victor Lebouthillier.

Enertopia is pleased to announce the appointment of Mr. Kevin Brown to the Board of Directors. Mr. Brown has been active in the health and wellness field for 15 years and is currently on the boards of two private companies Wellness Factors and My Outcomes. Mr. Brown's focus in business operations and business management will be key factors in his role as a Director.

"I look forward in utilizing my skills and expertise in the fields of business management and sales in moving Enertopia forward." Stated Mr. Brown.

Enertopia announces that Mr. Donald Findlay has stepped down from the board of Directors and we wish Mr. Findlay all the best in his retirement and the Company thanks him for his many years of service and dedication.

“I am extremely excited to have both Victor and Kevin join the Enertopia team as we continue to move the Company forward in the health and wellness sector.” Stated Mr. Robert McAllister, President and CEO of Enertopia.

The Company also announces that a total of 1,850,000 stock options have been granted to Officers, Directors and Consultants at an exercise price of USD \$0.05 per share.

### **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 [v-love.co](http://v-love.co) or call

Robert McAllister: (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 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. There can be no assurance that Victor Lebouthillier or Kevin Brown will have any positive impact on the Company. 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*