

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 16, 2015

**Item 3. News Release**

The Company did disseminate a news release through Newswire.ca on December 16, 2015. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on December 16, 2015.

**Item 4. Summary of Material Change**

On December 16, 2015, the Company announced warrant extension dates .

**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 16, 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): **December 16, 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 7.01 Regulation FD Disclosure.**

On December 16, 2015, the Company announced warrant extension dates.

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 16, 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: December 16, 2015

Enertopia Corp.

By:           "Robert McAllister"          

Robert G. McAllister

President and Director



PRESS RELEASE #201528

FOR IMMEDIATE RELEASE

DECEMBER 16, 2015

## **Enertopia Announces Notice of Warrant Amendment**

**Vancouver, BC—Enertopia Corporation (TOP)** (the "Company" or "Enertopia") announces it has filed FORM 13 with the CSE with respect to extending the terms of certain warrants.

This notice covers 2,167,160 remaining warrants issued on January 31, 2014 and 7,227,340 remaining warrants issued on February 13, 2014. Both warrants have exercise prices of \$0.15 in USD and were to expire on January 31, 2016 and February 13, 2016 respectively.

The exercise price remains at \$0.15 USD but the requested new expiry dates are to be January 31, 2018 and February 13, 2018 respectively.

The forced conversion clauses remain in effect in the event that the Company's common shares, at any time after 4 months and 1 day have elapsed from the respective Issue Dates as noted above, as listed on a Principal Canadian Market – currently the Canadian Securities Exchange with symbol TOP - has been at or above CDN\$0.30 for a period of 20 consecutive trading days, the Issuer may, within five (5) days thereafter issue to the Warrant holders a written notice advising of the accelerated expiry of the Warrants. Such written notice shall identify in reasonable detail the particulars of the acceleration event and identify the date (the "Warrant Accelerated Expiry Date") set for accelerated expiry, which in no event shall be less than 30 days after the mailing date of the written notice. For greater certainty, all Warrants shall expire and be of no further force or effect as of 4:30 pm (Pacific Time) on the Warrant Accelerated Expiry Date.

### **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 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*