

**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

March 9, 2016

Item 3. News Release

The Company did disseminate a news release through Stockwatch on March 10, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on March 10, 2016.

Item 4. Summary of Material Change

On March 10, 2016, Enertopia has signed a binding letter of intent with a private nutritional vitamin/supplement company on March 9, 2016 for Enertopia to acquire of 100% interest in the business of the private company being all assets pertaining to the business of producing, manufacturing, importing/exporting, testing, researching and developing, intellectual property, inventory, all equipment, permits, files and records containing technical support and all other information and contents pertaining to the operation of the business of private nutritional vitamin/supplement products.

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 March 10, 2016

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): March 9, 2016

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 Letter of Intent Agreement

Enertopia has signed a binding letter of intent with a private nutritional vitamin/supplement company on March 9, 2016 for Enertopia to acquire of 100% interest in the business of the private company being all assets pertaining to the business of producing, manufacturing, importing/exporting, testing, researching and developing, intellectual property, inventory, all equipment, permits, files and records containing technical support and all other information and contents pertaining to the operation of the business of private nutritional vitamin/supplement products.

Acquisition Structure. In accordance with the terms of a Definitive Purchase Agreement to be entered into between Purchaser and Seller (the "**Definitive Purchase Agreement**"), Purchaser will acquire a 100% ownership interest and operations in the Business (the "**Ownership Interest**") upon the signing of the Definitive Purchase Agreement. The Purchase Price shall be payable as follows:

- a. Purchaser will pay to Seller, on the date of closing of the Definitive Purchase Agreement (the "**Closing Date**"), the amount of \$300,000 in cash;
 - b. On or before six months after the closing of the Definitive Purchase Agreement Purchaser shall make a cash payment of \$25,000;
 - c. On or before the first anniversary of the closing of the Definitive Purchase Agreement, Purchaser shall make a final cash payment for \$25,000
- 2. Conditions Precedent.** Execution of the Definitive Purchase Agreement shall be conditional upon:
- a. *Due Diligence.* Completion of a satisfactory due diligence review by each of Enertopia and private company which due diligence review shall be completed or this condition waived on or before execution of the Definitive Purchase Agreement; and
 - b. *Board Approval.* Approval by the board of directors of Enertopia prior to execution of the Definitive Purchase Agreement.

The Definitive Agreement is to be completed around April 15, 2016, if need, extended for an additional 15 days by the Purchaser pending financial review completion.

Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing the LOI 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.

Exhibit No.	Description
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10.1 **Letter of Intent Agreement dated March 4, 2016**
99.1 **Press Release dated March 10, 2016**

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: March 10, 2016

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



Press Release #201605

FOR IMMEDIATE RELEASE

March 10, 2016

Enertopia Closes Binding LOI for Acquisition of Supplements Business

Vancouver, BC—Enertopia Corporation (ENRT-OTCBB) (TOP-CSE) (the "Company" or "Enertopia") is pleased to announce it has closed a binding Letter Of Intent to acquire 100% of an established profitable private nutritional vitamin/supplement company.

The established profitable private nutritional vitamin/supplement company has been in business for over 5 years showing good positive cash flows. All products are manufactured by a GMP, NSF, FDA approved manufacturer in the United States.

Enertopia has agreed subject to further due diligence, review of financials and financing to a total amount of \$350,000 for the acquisition, with \$300,000 due on the signing of the Definitive Purchase Agreement. The Definitive Purchase Agreement is expected to be completed before the end of April.

One of Enertopia's initiatives is the task to grow its business in the Health and Wellness sector. Over the past several months Enertopia has been very dedicated in meeting its objectives by reviewing businesses that will enable the Company to pursue these opportunities in health and wellness. In particular, Enertopia has been focused on nutritional vitamin and supplement businesses. The Company believes this \$20 billion plus market in the United States alone offers significant opportunities currently and for the future.

As the increased aging demographic is living longer, they are looking for natural and holistic ways to help them stay youthful and healthy through their twilight years. Health is not just a goal, it is both a lifestyle choice and a thriving consumer market continuing to grow at a pace of 5% per year. This is well above the growth of the United States economy as more people every year move to natural and holistic ways to healing and better wellbeing.

Enertopia believes that the confluence of people being their own personal advocates, rising incomes, mobile technology and e-commerce platforms make the supplements business and its over 35,000 stores ripe for mergers and acquisitions that provide opportunities over the next decade.

“We are very excited about the unfolding of events in the coming weeks. We as a company thrive to be there for our clients and consumers and to be there to provide an option for them to

turn to for a more fulfilling, healthier and happier lifestyle. We are dedicated to helping and empowering lives and making a difference,” stated CEO, Mr. Robert McAllister.

The Company also announces that the Needle in the Haystack challenge has ended with no submissions meeting the requirements to qualify under the contest rules.

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 or v-love.co or call Robert McAllister: (250) 765-6412

FORWARD-LOOKING STATEMENTS

This release includes forward-looking statements. 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, 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 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. Access to capital, or lack thereof, is a major risk and there is no assurance that the Company will be able to raise required working capital. Factors which could cause actual results to differ materially from those estimated by the Company include, but are not limited to, government regulation, managing and maintaining growth, the effect of adverse publicity, litigation, competition and other factors which may be identified from time to time in the Company’s public announcements and filings. There is no assurance that existing capital is sufficient for the Company’s needs or that it will need to attempt to raise additional capital. There is no assurance that any planned corporate activity, business venture, or initiative will be pursued, or if pursued, will be successful.

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