

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

April 21, 2016

Item 3. News Release

The Company did disseminate a news release through Stockwatch on April 26, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on April 26, 2016.

Item 4. Summary of Material Change

Enertopia on April 21, 2016 enters into negotiations to effect the optional acquisition of certain placer mining claims (the "**Claims**") in Nevada covering approximately 2,560 acres (see Schedule A) from S P W Inc. S P W Inc. holds the Claims directly ("**Underlying Owner**"). Upon the closing date of the transaction (the "**Effective Date**") S P W Inc. will have the right to transfer, option, sell or assign the Claims to Enertopia. The Placer mining claims and any underlying agreements will be acquired by Enertopia through a mineral property option agreement, an assignment agreement or an asset acquisition (the "**Transaction**") on the terms set forth below.

Upon acceptance of this Offer by S P W Inc. both S P W Inc. and Enertopia are obligated to use their best efforts to complete the Transaction contemplated herein which is subject to the negotiation of definitive documentation (the "**Transaction Document**") which shall contain the terms and conditions as set out in this Offer together with all schedules and such other terms and conditions as are customary for transactions of the nature contemplated herein. This Offer is intended to bind the parties, and it is further intended that the terms set forth below will provide the basis upon which Enertopia and S P W Inc. will negotiate in good faith the Transaction Documents. The Transaction Document will supersede this Offer and shall include definitive schedules describing the Placer mining claims and any underlying agreements. All documentation shall be in a form and content satisfactory to each of S P W Inc. and Enertopia and is subject to receiving the approval of their respective boards of directors prior to signing, and in the case of Enertopia the receipt of any necessary regulatory approval(s). When used in this Offer capitalized terms not otherwise defined herein but defined in any of Policy 1 or Policy 8 of the Canadian National Stock Exchange (the "**Exchange**") will have the meanings ascribed thereto in

such applicable Exchange Policy. Each of Enertopia and S P W Inc. acknowledges that the initial 3,500,000 Enertopia shares (as defined below) to be received by persons or companies who become shareholders of Enertopia following completion of the Transaction may be subject to a legend restricting trading of these shares as required by the applicable regulatory authorities.

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 April 26, 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): April 21, 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

to enter into negotiations to effect the optional acquisition of certain placer mining claims (the “**Claims**”) in Nevada covering approximately 2,560 acres (see Schedule A) from S P W Inc. S P W Inc. holds the Claims directly (“**Underlying Owner**”). Upon the closing date of the transaction (the “**Effective Date**”) S P W Inc. will have the right to transfer, option, sell or assign the Claims to Enertopia. The Placer mining claims and any underlying agreements will be acquired by Enertopia through a mineral property option agreement, an assignment agreement or an asset acquisition (the “**Transaction**”) on the terms set forth below.

Upon acceptance of this Offer by S P W Inc. both S P W Inc. and Enertopia are obligated to use their best efforts to complete the Transaction contemplated herein which is subject to the negotiation of definitive documentation (the “**Transaction Document**”) which shall contain the terms and conditions as set out in this Offer together with all schedules and such other terms and conditions as are customary for transactions of the nature contemplated herein. This Offer is intended to bind the parties, and it is further intended that the terms set forth below will provide the basis upon which Enertopia and S P W Inc. will negotiate in good faith the Transaction Documents. The Transaction Document will supersede this Offer and shall include definitive schedules describing the Placer mining claims and any underlying agreements. All documentation shall be in a form and content satisfactory to each of S P W Inc. and Enertopia and is subject to receiving the approval of their respective boards of directors prior to signing, and in the case of Enertopia the receipt of any necessary regulatory approval(s). When used in this Offer capitalized terms not otherwise defined herein but defined in any of Policy 1 or Policy 8 of the Canadian National Stock Exchange (the “**Exchange**”) will have the meanings ascribed thereto in such applicable Exchange Policy. Each of Enertopia and S P W Inc. acknowledges that the initial 3,500,000 Enertopia shares (as defined below) to be received by persons or companies who become shareholders of Enertopia following completion of the Transaction may be subject to a legend restricting trading of these shares as required by the applicable regulatory authorities.

Transaction Description

- (a) The Transaction may be effected in one of several different ways including a, mineral property option agreement, assignment agreement or an asset acquisition.
- (b) The parties will jointly determine the optimum structure for the Transaction in order to best satisfy tax planning, regulatory and other considerations. Prior to the Transaction S P W Inc. shall confirm that it owns or controls the Claims.

Purchase Price for the Claims

The consideration payable by Enertopia to S P W Inc. pursuant to this Offer shall consist of:

- (a) paying \$7,000 on signing the Offer; such payment is refundable by S P W Inc. if S P W Inc. fails to deliver 1,280 acres the Claims to Enertopia co-incidental with signing of Transaction Documents as described above, **Paid**
- (b) paying \$7,000 on signing of the definitive agreement (the Agreement); such payment is refundable by S P W Inc. if S P W Inc. fails to deliver 1,280 acres the Claims to Enertopia co-incidental with signing of Transaction Documents as described above,

- (c) paying \$12,000 on signing of the definitive agreement (the “Agreement”) and issuing 3,500,000 common shares in the capital stock of Enertopia as soon as practicable following the execution of the Agreement,
- (d) paying an optional \$12,000 on or before the six month anniversary of the definitive agreement (the “Agreement”),
- (a) paying an optional \$22,500 on or before the one year anniversary of the definitive agreement (the “Agreement”),
- (e) issuing an optional 1,000,000 shares in the capital stock of Enertopia per project outlined in the definitive agreement based on certified well results showing a minimum average of 300 ppm Li over 100 feet as long as the Agreement is in good standing. Enertopia is responsible to keep the Placer mineral claims and any underlying agreements in good standing during the currency of the Transaction.

NSR

There is a 1.5% Net Smelter Return (“NSR”) payable on all Placer mining claims from commercial production to be paid according to the terms and conditions as set forth in the Transaction Documents. The NSR can be re purchased for \$500,000 per every 0.5%.

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
10.1	Letter of Intent Agreement dated April 21, 2016
99.1	Press Release dated April 26, 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: April 26, 2016

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



Press Release #201608

FOR IMMEDIATE RELEASE

April 26, 2016

Enertopia Announces New Lithium Business Division and Closed Letter of Intent

Vancouver, BC—Enertopia Corporation (ENRT-OTCQB) (TOP-CSE) (the "Company" or "Enertopia") announces that it has created a new business division that will be dedicated to creating value through natural resource acquisition in the Lithium brine exploration and exploitation sector.

The Company is pleased to announce that it has entered into a letter of intent ("LOI") dated April 21, 2016 with S P W Inc. (the "Vendor") respecting the proposed option to purchase a 100% interest in approximately 2,560 acres of placer mining claims in Nevada, USA. These placer mining claims are subject to a 1.5% NSR from commercial production with the Company able to buy back the NSR at the rate of \$500,000 per 0.5% NSR.

During Enertopia's history, directly and indirectly through associates, it has obtained and utilized valuable knowledge in sometimes diverse sectors. These have included the latest thinking in metallurgy from the mining and resource sectors; the utilization of advanced technologies in renewable energy and water filtration; and the delivery of nutrients and also minerals in the pursuit of maximizing botanical growth. Separately, each of these had its own applications within specific fields. Together, the Company has realized there is great potential for a unique understanding and perspective that can be of value to all.

In order to maximize the potential of the unifying concepts of the above technologies and more, Enertopia has decided to attempt to leverage its unique knowledge base and assemble disparate knowledge bases with specific applications to the Lithium market. Lithium is a 21st Century metal that is just now coming into prominence due the accelerating pace of technological change. It was only ten years ago that technology allowed fracking to go mainstream and in the past five years this technology has shaken the World oil, natural gas and LNG markets. We could see Lithium and other new storage technologies having similar disruption capabilities over the coming decade.

Upon execution of the LOI, the Company provided a USD\$7,000 deposit to the Vendor. In order to earn its 100% interest, the Company is required to make aggregate cash payments of USD\$60,500 over one year and issue an aggregate of 3,500,000 shares of its common stock on signing of the Definitive agreement and up to an additional 3,000,000 success shares based on the successful drilling of a Lithium enriched brine aquifer with a minimum Lithium average content of 300 ppm over 100 feet of liquid brine reservoir.

"The lithium market is undergoing a structural shift with accelerating demand growth and many analysts believe this rapid growth rate will be sustainable well into the next decade. Today's Technologies now allow for easy access for the night time storage of electricity at far lower rates than daytime peak demand hours, so whether one is using Tesla's Powerwall Lithium battery storage system or AES Energy Lithium Storage, it has never been easier to find a storage platform for electricity. Hopefully our society will move

to storing more energy at night instead of letting it go down the line unused and thus wasted while we are sleeping. Today our society has the technology options to produce and capture electricity like never before. Rather than building expensive, environmentally destructive and outdated hydro projects that could burden our children with even more debt for decades to come we need to look forward into the next decade and not backwards. The Company believes that its learned knowledge in the mining and clean tech sector's and network of technical advisors offer the ability for the Company to leverage this knowledge to being a potential low cost producer in the Lithium sector," said Robert McAllister, President.

The proposed transaction remains subject to, among other things, the Company and the Vendor entering into a formal agreement, completion of satisfactory due diligence by the Company and receipt of all requisite regulatory and other approvals. There can be no assurance that the acquisition will be completed as proposed or at all.

About Enertopia

Enertopia (www.enertopia.com) shares are quoted in the USA with symbol ENRT and in Canada with symbol TOP. For additional information, please visit www.enertopia.com or call Robert McAllister, President, Enertopia Corporation at 1.250.765.6412

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. 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, evaluation of placer mining projects for participation and/or financing, 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 include: (i) the Company creating a new business division focusing on natural resource acquisition in the Lithium brine exploration and exploitation sector; (ii) the Company's proposed acquisition of the Claims; (iii) the Company's attempt to leverage its unique knowledge base and assemble disparate knowledge bases with specific application to the Lithium market. (iv) the Company believes that its learned knowledge in the mining and clean tech sector's and network of technical advisors offer the ability for the Company to leverage this knowledge to being a potential low cost producer in the Lithium sector. 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. 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, access to capital, and other factors which may be identified from time to time in the Company's public announcements and filings. The Company's evaluation of placer mining claims and of resource projects provides no assurance that any particular project will have any material effect on the Company. There is no assurance that a Definitive Agreement to acquire approximately 2,560 acres of Placer mining claims in Nevada will be reached or completed.

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