

**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

May 12, 2016

Item 3. News Release

The Company did disseminate a news release through Stockwatch on May 12, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on May 12, 2016.

Item 4. Summary of Material Change

Enertopia (Optionee) has signed the Definitive Agreement on May 12, 2016 with the Vendor respecting the option to purchase a 100% interest in approximately 2,560 acres of placer mining claims in Churchill, Lander and Nye Counties 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.

Purchase Price for the Claims

The consideration payable by Enertopia to the Optionor. pursuant to this Offer shall consist of:

- (a) paying \$7,000 on signing the Offer; (paid)
- (b) 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, (paid)
- (c) 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"),
- (d) issuing additional common shares in the capital of the Optionee, as constituted on the date hereof, to be issued to the Optionor pursuant to the discovery of a Lithium enriched brine with an average 300ppm Li over 100 foot vertical interval in the enriched lithium brine in the Central Nevada Brine Project. 1,000,000 Bonus Shares will be issued per each successful property discovery meeting the foregoing criteria up to a maximum 3,000,000 Bonus Shares.

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%.

On May 12, 2016, an officer of the Company, Robert McAllister, exercised 240,000 stock options at \$0.05 exercise price with net proceeds of \$12,000.

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 May 12, 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): May 12, 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

Item 3.02 Unregistered Sales of Equity Securities

Enertopia (Optionee) has signed the Definitive Agreement on May 12, 2016 with the Vendor respecting the option to purchase a 100% interest in approximately 2,560 acres of placer mining claims in Churchill, Lander and Nye Counties 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.

Purchase Price for the Claims

The consideration payable by Enertopia to the Optionor. pursuant to this Offer shall consist of:

- (e) paying \$7,000 on signing the Offer; (paid)
- (f) 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, (paid)
- (g) paying an optional \$12,000 on or before the six month anniversary of the definitive agreement (the “Agreement”),
- (b) paying an optional \$22,500 on or before the one year anniversary of the definitive agreement (the “Agreement”),
- (h) issuing additional common shares in the capital of the Optionee, as constituted on the date hereof, to be issued to the Optionor pursuant to the discovery of a Lithium enriched brine with an average 300ppm Li over 100 foot vertical interval in the enriched lithium brine in the Central Nevada Brine Project. 1,000,000 Bonus Shares will be issued per each successful property discovery meeting the foregoing criteria up to a maximum 3,000,000 Bonus Shares.

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%.

On May 12, 2016, an officer of the Company, Robert McAllister, exercised 240,000 stock options at \$0.05 exercise price with net proceeds of \$12,000.

The Company issued the units to one (1) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a “US person” as such term is defined in Regulation S. The Company issued the units one (1) US persons pursuant to the exemption from registration provided for under Rule 506 of Regulation D, promulgated under the United

States Securities Act 1933, as amended. Each of the subscribers represented that they were an “accredited investor” as such term is defined in Regulation D.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing the 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	Definitive Agreement dated May 12, 2016
99.1	Press Release dated May 12, 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: May 12, 2016

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



PRESS RELEASE #201609

FOR IMMEDIATE RELEASE

MAY 12, 2016

Enertopia Announces Closed Definitive Agreement in Lithium exploration

Vancouver, BC—Enertopia Corporation (ENRT-OTCQB) (TOP-CSE) (the "Company" or "Enertopia") announces that it has closed the Definitive Agreement for the acquisition of the Lithium brine exploration claims to be known as the Central Nevada Lithium Brine Project currently covering 2,560 acres.

The Company is pleased to announce that it closed the Definitive Agreement on May 12, 2016 with the Vendor respecting the option to purchase a 100% interest in approximately 2,560 acres of placer mining claims in Churchill, Lander and Nye Counties 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.

Since the 1950's 3rd party geological studies and work have provided technical data that several basins in Nevada contain elevated levels of Lithium. Clayton Valley is currently the only Lithium brine producing mining location in America. While doing our due diligence it became apparent that several other closed basins were good exploration candidates with the potential to host brine deposits that, to our knowledge, have never been drilled for lithium.

The Central Nevada Lithium Brine Project covers three basins with elevated surface Lithium (Li) samples that were reported in a 1976 USGS report (Lithium in sediments and rocks in Nevada, 1976, Bohanan and Meier, U.S. Geological Survey). All three basins exhibit six key exploration metrics for the ability to host an enriched Lithium brine deposit:

- 1) Closed Basin to retain potential Lithium enriched fluids
- 2) Lithium Bearing Source rocks
- 3) Geothermal Clusters providing heat source for cycling brine fluids
- 4) Multiple Tertiary Calderas providing potentially enriched Lithium Ash deposits
- 5) Gravity Low indicating deep basin for hosting brine aquifers
- 6) High evaporation to precipitation climate

The claim blocks in each basin are situated over the basin lows and should be situated above any potential Lithium brine deposit. The three basin valleys that the Company has staked claims are Edwards Valley at 418 square miles, Smith Valley at 583 square miles and Big Smoky Valley at 1,315 square miles. For comparison Clayton Valley has a footprint of 566 square miles.

For further information on the Central Nevada Lithium Brine Project please visit www.enertopia.com/lithium-project/

Upon execution of the Definitive Agreement, the Company paid USD\$12,000 to the Vendor and issued 3,500,000 shares as directed on closing. In order to earn its 100% interest, the Company is required to

make remaining cash payments of USD\$33,500 over one year and issue 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 Company looks forward to the exploration and drilling phase on the Central Nevada Lithium Brine Project and providing project updates on a continuous basis as exploration unfolds,” said Robert McAllister, President.

The Company announces that the President has exercised 240,000 common stock options at 5 cents each for net proceeds of \$12,000 dollars to the Company.

The securities referred to herein will not be or have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

The Qualified person:

The technical data in this news release have been reviewed by Douglas Wood, P.Geol a qualified person under the terms of NI 43-101.

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) While doing our due diligence it became apparent that several other closed basins were good exploration candidates with the potential to host brine deposits that, to our knowledge, have never been drilled for lithium.; (ii) The claim blocks in each basin are situated over the basin lows and should be situated above any potential Lithium brine deposit.; (iii) The Company looks forward to the exploration and drilling phase on the Central Nevada Lithium Brine Project and providing project updates on a continuous basis as exploration unfolds. 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 covering 2,560 acres provides no assurance that any particular project will have any material effect on the Company.

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