

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

June 8, 2016

Item 3. News Release

The Company did disseminate a news release through Stockwatch on June 8, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on May 20, 2016.

Item 4. Summary of Material Change

On June 8, 2016, Enertopia closed the final tranche of a private placement of 3,016,667 units at a price of CAD\$0.015 per unit for gross proceeds of US\$34,390, CAD\$45,250. Each Unit consists of one common share of the Company and full non-transferable Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant will be exercisable into one further Share (a "Warrant Share") at a price of US\$0.05 per Warrant Share at any time until the close of business on the day which is 18 months from the date of issue of the Warrant, and thereafter at a price of US\$0.10 per Warrant Share at any time until the close of business on the day which is 36 months from the date of issue of the Warrant.

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 June 8 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): June 8, 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 Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

On June 8, 2016, Enertopia closed the final tranche of a private placement of 3,016,667 units at a price of CAD\$0.015 per unit for gross proceeds of US\$34,390, CAD\$45,250. Each Unit consists of one common share of the Company and full non-transferable Share purchase warrant (each whole warrant, a “Warrant”). Each Warrant will be exercisable into one further Share (a “Warrant Share”) at a price of US\$0.05 per Warrant Share at any time until the close of business on the day which is 18 months from the date of issue of the Warrant, and thereafter at a price of US\$0.10 per Warrant Share at any time until the close of business on the day which is 36 months from the date of issue of the Warrant.

A cash finders’ fee in total for CAD\$3,300 and 286,666 full broker warrants that expire on June 8, 2019 at a price of US\$0.05 per Warrant Share at any time until the close of business on the day which is 18 months from the date of issue of the Warrant, and thereafter at a price of US\$0.10 per Warrant Share at any time until the close of business on the day which is 36 months from the date of issue of the Warrant was paid to Haywood Securities and Canaccord Genuity.

Proceeds of the private placement will be used for general working capital and for corporate opportunities in the resource industry.

The Company issued the units twenty (20) 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 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 private placement 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	Form of Subscription Agreement (1) for Private Placement closed on June 8, 2016
10.2	Form of Warrant Agreements (1) dated June 8, 2016
10.3	Form of Broker Warrant Agreement (1) dated June 8, 2016
99.1	Press Release announcing closing of Private Placement

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: June 8, 2016

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



PRESS RELEASE #201612

FOR IMMEDIATE RELEASE

JUNE 8, 2016

Enertopia Closes Financing and Provides Lithium Project Update

Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce it has closed the final tranche of its recent financing in the amount of CAD\$45,250 for its Private Placement announced on March 11, 2016. Enertopia will be issuing 3,016,667 common shares at CAD\$0.015 and 3,016,667 whole warrants that expire on June 8, 2019 with an exercise price of US\$0.05 during the first 18 months and US\$0.10 after 18 months until they expire on June 8, 2019.

A cash finder's fee for \$3,300 and 286,666 full broker warrants that expire on June 8, 2019 with the same exercise terms as noted above was paid to arm's length parties.

All issued shares will be subject to a hold period, for any resale into the United States under Rule 144, of six months and one day. Proceeds of the Private Placement will be used for developing the Lithium Brine division and general working capital. The Private Placement will be subject to normal regulatory approvals.

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.

Nevada Lithium Project Update

Enertopia has been soliciting drilling quotes for its three projects due east from Reno, Nevada. The Company will provide a drilling update once permits, drilling contractor has been selected and funds properly allocated for such drilling program or programs. Concurrently with this process the Company is also looking at a more detailed surface program in the Big Smoky, Edwards and Smith valley projects.

Exploration actively in the Big Smoky Valley has rapidly increased in the search for Lithium brines over the past month. Ultra Lithium recently completed two 2,000 foot wells to test for Lithium at the south end of Big Smoky Valley and Nevada Energy Metals recently staked 3,200 acres in the same township and range as our Big Smoky Valley claims.

“We are very encouraged by the increasing pace of advanced exploration in the Big Smoky Valley by 3rd parties which we believe validates our project selections. Mineral exploration is high risk, but high reward. However Lithium is one of the few metals markets that's in need of growing supply as Lithium becomes a larger component of our advancing technological society. Year over year and decade over decade the percentage of demand growth for Lithium is expected to lead all metals markets going forward.” Stated President Robert McAllister

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'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 call Robert McAllister, the President 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. 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, potential and financing of its health and wellness, mining projects, 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 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 expenditure levels; litigation; legislation; environmental, judicial, regulatory, political and competitive developments in areas in which Enertopia Corporation operates. There can be no assurance that the funds raised will have any positive impact on Enertopia. There can be no assurance of 3rd party exploration will have a positive effect on the Company or the Company will find economic Lithium concentrations on the Company's project lands. The User 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 re