

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

August 15, 2016

Item 3. News Release

The Company did disseminate a news release through Stockwatch on August 16, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on August 16, 2016.

Item 4. Summary of Material Change

On August 15, 2016 binding Letter of Intent was signed by Enertopia Corporation ("Enertopia") and Genesis Water Technologies, Inc. ("GWT") with regard to the acquisition by Enertopia (the "**Acquisition**") of the exclusive worldwide licensing rights (the "**Licensing Rights**") by Enertopia of all of the technology used in the process of recovering and extraction of battery grade lithium carbonate powder Li₂CO₃ grading 99.5% or higher purity from brine solutions (the "**Technology**") and covered under patent pending process #XXXXXX (the "**Pending Patent**").

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 August 16, 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): August 15, 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 and Material Letter of Intent

Item 3.02 Unregistered Sales of Equity Securities

On August 15, 2016 binding Letter of Intent was signed by Enertopia Corporation ("**Enertopia**") and Genesis Water Technologies, Inc. ("**GWT**") with regard to the acquisition by Enertopia (the "**Acquisition**") of the exclusive worldwide licensing rights (the "**Licensing Rights**") by Enertopia of all of the technology used in the process of recovering and extraction of battery grade lithium carbonate powder Li_2CO_3 grading 99.5% or higher purity from brine solutions (the "**Technology**") and covered under patent pending process #XXXXXXX (the "**Pending Patent**").

1. **Exclusive Licensing Structure.** In accordance with the terms of a formal and Definitive Agreement (the "**Definitive Agreement**") to be entered into between Enertopia and GWT, Enertopia shall acquire 100% of the Licensing Rights for the Technology in accordance with the exclusive licensing structure set forth below (the "**Licensing Structure**"). The terms of the Exclusive Licensing Structure shall be as follows:
 - a. Upon the execution of this LOI, Enertopia shall issue to GWT 250,000 common shares.
 - b. Within 30 days of closing of the Definitive Agreement, which is to occur on or before September 15, 2016 or such other date as the Parties may agree, acting reasonably (the "**Closing**"), Enertopia shall pay to GWT, the sum of \$10,000 for bench testing brine or synthetic brine samples enriched in lithium.
 - c. Upon the successful bench scale testing of recovering battery grade Lithium carbonate Li_2CO_3 from brine or synthetic brine samples, as audited by a 3rd party lab, that verifies the results of the June 6/17/2016 feasibility report commissioned by Enertopia, Enertopia shall issue to GWT 250,000 common shares.
 - d. Upon the Pending Patent #XXXXXXX having been approved by the U.S. Patent and Trademark Office and evidence thereof having been provided to Enertopia, Enertopia shall issue 250,000 common shares to GWT.
 - e. Enertopia shall pay the costs for the test pilot plant and associated facilities with a capacity of 50 gallons per minute, such costs estimated to be US\$2,150,000 and not to exceed US\$ 2,500,000 including building envelope and such testing to be completed by 6 months after final start up.
 - f. Enertopia shall also make the following anniversary payments following Closing.
 - g. For 2017, the greater of 10% of Enertopia net sales of battery grade Li_2CO_3 from brine sources or \$50,000, such first anniversary payment becoming due on or before the one year anniversary of the signing of the definitive agreement, provided however that Enertopia shall have the option to satisfy this payment through the issuance of treasury units (each, "**Unit**"), with each Unit consisting of one common share of Enertopia and one common share purchase warrant of Enertopia (each, "**Warrant**"), with each Warrant being exercisable for a period of 36 months from issuance at a price 1.5 times above the minimum unit pricing allowed by applicable

stock exchange policies at such time and based on the previous 10 day volume weighted average pricing on the Canadian Stock Exchange ("CSE");

- h. For 2018, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$150,000, such second anniversary payment becoming due on or before the second anniversary of the signing of the definitive agreement; and
 - i. For 2019, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$200,000 per annum, each such anniversary payment becoming due on or before the respective anniversary of the signing of the definitive agreement; and
 - j. For 2020, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$200,000 per annum, each such anniversary payment becoming due on or before the respective anniversary of the signing of the definitive agreement; and
 - k. For 2021, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$200,000 per annum, each such anniversary payment becoming due on or before the respective anniversary of the signing of the definitive agreement; and
 - l. For 2022, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$200,000 per annum, each such anniversary payment becoming due on or before the respective anniversary of the signing of the definitive agreement; and
 - m. For 2023, the greater of 10% of Enertopia net sales of battery grade Li₂CO₃ from brine sources or \$200,000 per annum, each such anniversary payment becoming due on or before the respective anniversary of the signing of the definitive agreement.
 - n. Note net sales noted above in f.(i) to (vii) to be defined in the definitive agreement.
 - o. Licensee life of seven (7) years from signing on the definitive agreement with first right of refusal.
 - p. Upon proven commercial viability of test plant Enertopia will source location and capital for commercial production plant with a minimum capacity of 250 gallons per minute.
2. **Definitive Agreement and Closing.** Acceptance of this LOI shall be followed by the negotiation and acceptance of the Definitive Agreement which shall incorporate the terms and conditions of this LOI and such other terms, conditions, representations and warranties as are customary for transactions of this nature or as may be reasonably requested by the Parties. This LOI does not set forth all of the matters upon which agreement must be reached in order for the proposed acquisition to be consummated. Completion of the Definitive Agreement shall be followed with Closing of the Acquisition on or before September 15, 2016, or such other date as the Parties may agree, acting reasonably.

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 Letter of Intent 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 dated August 12, 2016
99.1	Press Release dated August 16, 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: August 16, 2016

Enertopia Corp.

By: "Robert McAllister"

Robert G. McAllister

President and Director



PRESS RELEASE #201619

FOR IMMEDIATE RELEASE

AUGUST 16, 2016

Enertopia Signs Exclusive International Lithium Technology Deal

Vancouver, BC—Enertopia Corporation (ENRT) on the OTCBB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce it has signed an agreement with Genesis Water Technologies, Inc. ("GWT") in revolutionizing Lithium processing technology that could change the current footprint in the Lithium brine industry.

Enertopia has signed a binding Letter of Intent ("LOI") for exclusive worldwide rights for recovering Lithium from brine solutions. Upon signing the LOI Enertopia issued 250,000 common shares to GWT. This will then be followed by the Definitive Agreement to close on or before September 15, 2016.

Upon closing the Definitive Agreement GWT and Enertopia will start the bench testing of brine samples for confirming the feasibility study previously announced on June 28, 2016. It is currently believed that using GWT's patent pending recovery technology that Lithium can be recovered at a cost and environmental footprint that are both significantly smaller than today's current industry standards.

Key points of the Exclusive LOI are:

- Enertopia issued 250,000 shares to GWT on signing the LOI.
- Definitive agreement is expected to close on or before September 15, 2016
- Bench test to start and finish before the end of the 4th quarter 2016
- Upon successful independent 3rd party lab testing of the bench test results, Construction of 50 gpm pilot facility in 2017
- Upon successful pilot testing in 2017, start commercial construction with commercial production anticipated for 2018.
- GWT has granted Enertopia a worldwide exclusive right to the usage of GWT's patent pending technology in return for 10 per cent of net sales royalty payments for battery grade Lithium Carbonate Li_2CO_3 produced.
- In order to maintain its exclusive global right, Enertopia will need to make the following minimal payments to GWT on the anniversary of signing the definitive agreement:
 - For 2017, the greater of 10 per cent of Enertopia net Lithium Carbonate Li_2CO_3 sales from brine sources or \$50,000;

- For 2018, the greater of 10 per cent of Enertopia net Lithium Carbonate Li₂CO₃ sales from brine sources or \$150,000;
- For 2019, the greater of 10 per cent of Enertopia net Lithium Carbonate Li₂CO₃ sales from brine sources or \$200,000;
- For 2020 to 2023, the greater of 10 per cent of Enertopia net Lithium Carbonate Li₂CO₃ sales from brine sources or \$200,000 per annum.
- Right of first refusal to renew exclusive worldwide rights after 7 years

For the 2017 payment, Enertopia shall have the option to satisfy this payment through the issuance of treasury units (each, "**Unit**"), with each Unit consisting of one common share of Enertopia and one common share purchase warrant of Enertopia (each, "**Warrant**"), with each Warrant being exercisable for a period of 36 months from issuance at a price 1.5 times above the minimum unit pricing allowed by applicable stock exchange policies at such time and based on the previous 10 day volume weighted average pricing on the Canadian Stock Exchange ("**CSE**").

“Genesis Water Technologies looks forward to the final results of our bench testing program and advancing to the pilot and full commercial production stage with Enertopia,” Stated Nick Nicholas of Genesis Water Technologies Inc.

“Enertopia is excited with the success of the first phase analysis and entering into the LOI for the exclusive use of the patent pending technology. We are looking forward to concluding the Definitive Agreement and moving forward to the bench test results expected in the fourth quarter of 2016. Enertopia looks forward to the second phase exploration work at our three Nevada Lithium brine projects and continuing due diligence in the mineral sector. Modern technology is revolutionizing ways and providing a better way to mine and protect our environment. We are enthusiastic in becoming leaders in this evolution,” Stated President and CEO Robert McAllister

About Genesis Water Technologies:

Genesis Water Technologies, Inc. is a USA based manufacturer of advanced, innovative and sustainable treatment solutions for applications in process water, drinking water, water reuse and waste water for the energy, agriculture processing, industrial, municipal infrastructure, and building/hotel sectors. For additional information, please visit genesishwatertech.com

About Enertopia Corp:

Enertopia is exploring a portfolio of three prospective lithium projects in Nevada, and concurrently working with water purification technology that is believed able to recover Lithium from brine solutions.

Enertopia's shares are quoted in Canada with symbol TOP and in the United States with symbol ENRT. For additional information, please visit 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, mining or technology 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 patent pending mobile brine recovery system will be effective for the recovery of Lithium and if effective will be economic or have any positive impact on Enertopia. 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 release