

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**

December 13, 2016

**Item 3. News Release**

The Company did disseminate a news release through Stockwatch on December 13, 2016. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on December 13, 2016.

**Item 4. Summary of Material Change**

On December 13, 2016, the Company announced the bench testing with the Lithium technology.

**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 December 13, 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): **December 13, 2016**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>000-51866</b>	<b>20-1970188</b>
(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 7.01 Regulation FD Disclosure.**

On December 13, 2016, the Company announced the bench testing with the Lithium Technology.

A copy of the news release 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.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 13, 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: December 13, 2016

Enertopia Corp.

By:           "Robert McAllister"          

Robert G. McAllister

President and Director



Press Release #201626

FOR IMMEDIATE RELEASE

December 13, 2016

## Enertopia Commences Bench Testing with New Lithium Technology

**Vancouver, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE** (the "Company" or "Enertopia") is pleased to announce it has paid GWT \$10,000 to start preparing for the Bench testing of four brine samples with Genesis Water Technologies Inc. (GWT) Lithium processing technology that could change the current footprint in the Lithium industry.

Enertopia and GWT a leading North American company in the field of mobile brine recovery are working to evaluate the feasibility of recovering lithium from brine with specialized recovery technology.

The goals of the upcoming bench test at GWT's testing facility and verification of testing results by an independent 3<sup>rd</sup> party certified laboratory analysis are to:

- 1) Confirm the Lithium feasibility testing results that were announced on June 28, 2016 in the Enertopia Press release #201614.
- 2) Analyze the bench testing results of the synthetic brine samples to determine the best Lithium recovery options and location for the Lithium brine test plant.

Data from four historic samples were submitted to GWT for the upcoming bench test, including a data sample taken from Clayton Valley, Nevada with Lithium values of 190 parts per million (ppm). Oil and Gas brine formation water from a domestic USA well source of 423 ppm Lithium and two South American Salar samples with Lithium values of 490 and 580 ppm lithium.

The purpose of these samples in the bench test is to determine how the proposed technology and recovery would be impacted by differing chemical compositions and values of Lithium in the brines. The focus is to find out what Lithium concentration in the brine would be needed for economic recovery in the differing brines per their unique chemical makeups.

If proven economically viable, the use of the proposed technology could offer a fast track to production that could be executed in months rather than years typical with most mining projects - and at a far smaller capex. More importantly for the environment, the foot print for the pilot plant would take up a small space and not the thousands of acres that are commonly used in the enriching process for Lithium brine deposits around the world.

“Enertopia looks forward to the results of the bench test analysis and our ongoing 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

### 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](http://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 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*