

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")  
156 Valleyview Road  
Kelowna, BC V1X 3M4

**Item 2. Date of Material Change**

July 31, 2017

**Item 3. News Release**

The Company did disseminate a news release through Stockwatch on July 31, 2017. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on July 31, 2017.

**Item 4. Summary of Material Change**

On July 31, 2017, the Board of Directors accepted the resignation of Bal Bhullar as Director and Chief Financial Officer of the Company.

July 31, 2017, the Board of Directors appointed Kristian Ross as Director of the Company.

**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 250.765.6412

**Item 8. Date of Report**

DATED July 31, 2017

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): July 31, 2017

**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.)

**156 Valleyview Road, Kelowna, BC V1X 3M4**

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (250) 765-6412

(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 5.02 Appointment of Director, Departure of Director & Officer**

On July 31, 2017, the Board of Directors accepted the resignation of Bal Bhullar as Director and Chief Financial Officer of the Company.

July 31, 2017, the Board of Directors appointed Kristian Ross as Director of the Company.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the resignation and appointment 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	<b>Press Release dated July 31, 2017</b>

**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: July 31, 2017

Enertopia Corp.

By:           "Robert McAllister"          

Robert G. McAllister

President and Director



PRESS RELEASE #201716

FOR IMMEDIATE RELEASE

JULY 31, 2017

## **Enertopia Announces Change of CFO and New Director**

**Vancouver, BC—Enertopia Corporation** (ENRT-OTCQB) (TOP-CSE) (the "Company" or "Enertopia") provides the following update. Ms. Bal Bhullar is resigning as CFO and Director of Enertopia effective July 31, 2017. Bal has been CFO of Enertopia for over 9 and half years. Bal will stay on as a consultant and we look forward to her continued support during the transition period. Robert McAllister will be named as interim CFO for what is expected to be a short period of time as the Company evaluates several candidates, and positions itself for long-term growth.

“Firstly, I wish to thank Ms. Bal Bhullar for her dedicated work for the last nine and half years. Bal is dedicating her time on her new natural supplement company and Enertopia wishes her nothing but the best as she moves her business forward.

“I would like to take this opportunity thank Robert McAllister and Enertopia for their continued support during my time with them. I have started my new business venture, KISMET Nutrients where I will be devoting much of my time and energy into. I wish the great team at Enertopia much success as they continue with their strategic plan in Lithium Technology,” stated Bal Bhullar.

Secondly, I am happy to announce the board addition of Kristian Ross who has had a successful career in mineral exploration, development and production spanning the past four decades. Having known Kristian personally for over 20yrs I know his meticulous attention to details in project development will be a big asset to Enertopia moving forward.” Stated President Robert McAllister.

The Company expects to have a complete update on its exploration program shortly.

### **About Enertopia**

Enertopia is concurrently working with water purification technology partner GWT using patent pending technology that is believed able to recover Lithium from brine solutions. The companies are currently in the planning phase for a much larger and expanded phase two of bench tests with the goal of achieving battery grade Lithium Carbonate. This is expected to result in the buildout of a pilot plant that will be based on positive results.

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, mining projects, Lithium brine recovery technology, 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 is no assurance that the current bench test will be successful and other projects will be acquired. 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*