

FORM 51-102F3
Material Change Report

ITEM 1. **Name and Address of Company**

Enertopia Corp. (the "Company" or "Enertopia")
156 Valleyview Rd
Kelowna, BC V1X 3M4

ITEM 2. **Date of Material Change**

October 25, 2017

ITEM 3. **News Release**

The Company disseminated a news release on Stockwatch on October 25, 2017 and October 26, 2017. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on October 30, 2017.

ITEM 4. **Summary of Material Change**

On October 25, 2017, the Company announced a bench test update for the recovery of Lithium and ultimately, upgrading the Lithium to battery grade Li_2CO_3 by our technology partner Genesis Water Technologies Inc., (GWT) a global leader in specialized water treatment solutions. The goals of this much larger second phase bench test are to build upon the first phase results and achieve lithium recovery rates of greater than 80% with Li_2CO_3 achieving minimum purity of 99.5% with battery grade standards being achieved.

On October 26, 2017, the Company announced it intends to complete a non-brokered private placement financing (the "Offering") of seven million equity units priced at CAD\$0.05; each equity unit consisting of one common share of the Company and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one additional common share of the Company for a period of 24 months from the date of issuance, at a purchase price of USD\$0.06; in order to raise gross proceeds of up to CAD \$350,000.00

ITEM 5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached Form 8-K.

5.2 **Disclosure for Restructuring Transactions**

Not Applicable

ITEM 6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

Not Applicable

ITEM 7. **Omitted Information**

No material information has been omitted.

ITEM 8. **Executive Officer**

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 9. **Date of Report**

Dated October 30, 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) October 25, 2017

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.)

156 Valleyview Road, Kelowna, BC Canada

V1X 3M4

(Address of principal executive offices)

(Zip Code)

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

N/A

(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 the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure

A copy of the news release announcing the bench test update for the recovery of Lithium is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

A copy of the news release announcing it intends to complete a non-brokered private placement equity financing is filed as exhibit 99.2 to this current report and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated October 25, 2017

99.2 Press Release dated October 26, 2017

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.

LEXARIA BIOSCIENCE CORP.

/s/ Robert McAllister

Robert G. McAllister

CEO, President and Director

Date: October 25, 2017



Press Release #201721

FOR IMMEDIATE RELEASE

October 25, 2017

Enertopia Provides Lithium Bench Testing Update

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce the following bench testing update for the recovery of Lithium and ultimately, upgrading the Lithium to battery grade Li_2CO_3 by our technology partner Genesis Water Technologies Inc., (GWT) a global leader in specialized water treatment solutions.

The goals of this much larger second phase bench test are to build upon the first phase results and achieve lithium recovery rates of greater than 80% with Li_2CO_3 achieving minimum purity of 99.5% with battery grade standards being achieved.

Genesis Water Technologies (GWT) has provided Enertopia with the following update summary:

The completed milestones include process & flow diagram of the system processes. After this initial concept review with a presentation of initial diagrams, the design calculations have commenced for the whole process. This process has included using several calculations and formulas relating to chemistry, chemical engineering, process design, leach method calculations for various pH adjustment scenario's and process control volume for tanks.

This has been followed by electrical engineering calculations pertaining to faradays equations, wire diagrams for the systems themselves pertaining to all processes for both electrolysis process and the ion exchange process chemistry. November will start the initial testing of Leach Samples to determine yield into leach solutions.

Overview of 3rd party laboratory results from the bulk samples to be used in the bench testing below:

Bulk sample GWT-001A appears more like a chalky claystone, very fine grained and has a slightly salty taste. Bulk sample GWT-002A has more of a granular appearance and better light reflectance, likely due to the much higher sodium content which is readily apparent by the strong salt taste.

One of the key points from these early sample results using deionized water alone on sample GWT-002A both Magnesium and Iron were left behind thus creating a high Lithium brine 596 ppm Li with a very low Magnesium content of 22 ppm Mg and Iron content of 16 ppm Fe. For reference, most producing Lithium brines have ratios of 1.6 to 6 parts Magnesium to Lithium. In the case of GWT-002A bulk sample, this ratio has been flipped on its head and there is 27 ppm Li to every 1 ppm Mg.

In the table below are the assay results for the two bulk samples that will be put through the ENERLET lithium recovery process. ME-ICP61 is a four-acid digestion that will extract lithium from any mineral, including silicates. ME-MS41W is a highly dilute version of aqua regia that will dissolve carbonate minerals. ME-MS03 is a leach method that uses deionized water to extract lithium in the sample.

Bulk Sample #	ME-ICP61	ME-MS41	ME-MS03	Mg/Li Ratio ICP61	Mg/Li Ratio MSO3
GWT-001A					
Li in ppm	1,130	1,020	584	25.31/1	23.12/1
Mg in ppm	28,600	22,900	13,500		
Fe in ppm	30,800	22,100	12,050		
GWT-002A				Mg/Li Ratio	Li/Mg Ratio

				ICP61	MS03
Li in ppm	1,680	1,720	597	12.86/1	27.17/1
Mg in ppm	21,600	18,200	22		
Fe in ppm	24,500	18,800	16		

“Genesis Water Technologies looks forward to promising results from this phase of testing analysis and anticipates that achievement of the goal of obtaining battery grade lithium with high recovery yield will prove economically viable. At Genesis Water Technologies, we utilize innovation in water. We are excited to partner with Enertopia to become leaders in the lithium evolution,” Stated Nick Nicholas of Genesis Water Technologies.

Initial test feedstock was taken from the company’s Clayton Valley, NV project and has already shown remarkably high Lithium recovery numbers in initial tests. In excess of 95% of contained lithium in the samples was taken into solution using weak acid solution and up to 75% of lithium in samples was taken into solution using only deionized water. The company looks forward to the results from the ongoing testing program being done by Genesis Water Technologies. One of the main features using modern technology is that Enertopia would not require pumping of any groundwater from Clayton Valley.

“Enertopia looks forward to providing updates as to the results of the bench test analysis and our ongoing project work at our Clayton Valley, NV, Lithium project, as well as continuing due diligence in the mineral sector. Modern technology is revolutionizing ways 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:

A Company focused on using modern technology to build shareholder value. Working closely with Genesis Water Technologies (GWT) on an exclusive process (ENERLET) to recover and produce battery-grade lithium from material sourced from the company’s Clayton Valley Lithium project.

Enertopia 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

About Genesis Water Technologies (GWT):

GWT is a global specialized water treatment solution’s company focused on providing innovative & sustainable solutions for specialized industrial and municipal applications. For additional information please visit www.GenesisWaterTech.com

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 in 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 bench test for 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



Press Release #201722

FOR IMMEDIATE RELEASE

October 26, 2017

Enertopia Announces Proposed Financing

Kelowna, BC—Enertopia Corporation (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce it intends to complete a non-brokered private placement equity financing of CAD \$350,000.

Enertopia intends to complete a non-brokered private placement financing (the "Offering") of seven million equity units priced at CAD\$0.05; each equity unit consisting of one common share of the Company and one non-transferable share purchase warrant, each whole warrant entitling the holder to purchase one additional common share of the Company for a period of 24 months from the date of issuance, at a purchase price of USD\$0.06; in order to raise gross proceeds of up to CAD \$350,000.00

Enertopia intends to use the proceeds of the Offering as follows: Continued development of the Lithium brine (ENERLET) recovery technology, optimization plans for the permitting and development of the Company's Lithium project in Clayton Valley and for general corporate and working capital purposes. The actual allocation of the proceeds may vary from the uses set forth above, depending on future operations or unforeseen events or opportunities. If the Offering is not fully subscribed, the Company may apply the proceeds of the Offering in such priority and proportions as the board of directors of the Company determines to be in the best interests of Company.

The Offering will be completed pursuant to *Multilateral CSA Notice 45-313 – Prospectus Exemption for Distributions to Existing Security Holders* ("CSA 45-313") and the corresponding blanket orders and rules implementing CSA 45-313 in the participating jurisdictions in respect thereof (collectively with CSA 45-313, the "Existing Security Holder Exemption") and *Multilateral CSA Notice 45-318 - Prospectus Exemption for Certain Distributions through an Investment Dealer* ("**CSA 45-318**") and the corresponding blanket orders and rules implementing CSA 45-318 in the participating jurisdictions in respect thereof (collectively with CSA 45-318, the "**Investment Dealer Exemption**").

As at the date hereof, the Existing Security Holder Exemption is available in each of the provinces of Canada, with the exception of Newfoundland and Labrador and the Investment Dealer Exemption is available in each of Alberta, British Columbia, Saskatchewan, Manitoba and New Brunswick.

Subject to applicable securities laws, the Company will permit each person or company who, as of October 25, 2017 (being the record date set by the Company pursuant to CSA 45-313) (the "Record Date"), who holds common shares of the Company as of that date (a "Current Shareholder") to subscribe under the Offering, provided that the Existing Security Holder Exemption is available to such person or company. Pursuant to CSA 45-313, each subscriber relying on the Existing Security Holder Exemption may subscribe for such number of equity units that results in an acquisition cost of less than or equal to CDN\$15,000 for such subscribers, unless a subscriber is resident in a jurisdiction of Canada and has obtained advice regarding the suitability of the investment from a registered investment dealer (in which case such maximum subscription amount will not apply). Pursuant to CSA 45-318, each subscriber relying on the Investment Dealer Exemption must obtain advice regarding the suitability of the investment from a registered investment dealer.

Subscriptions pursuant to the Existing Security Holder Exemption are being allocated to subscribers on a "first

come, first served" basis wherein the subscribers who are first to submit a completed subscription agreement and payment of the corresponding subscription proceeds will be accepted up until the maximum amount of the Existing Security Holder Exemption portion of the Offering is reached.

In addition to conducting the Offering pursuant to the Existing Security Holder Exemption and Investment Dealer Exemption, the Company will also accept subscriptions for equity units where other prospectus exemptions are available.

The Company may pay broker commissions of up to 10 percent in cash and 10 percent in broker warrants in connection with the Offering, subject to regulatory approval. Certain directors, officers and insiders of the Company may participate in the Offering. The Offering may be closed in one or more tranches as subscriptions are received.

The securities issued will be subject to a hold period in Canada of four months and one day, or for any resales into the United States under Rule 144, six months and one day. The Offering is subject to customary regulatory approvals.

About Enertopia Corp:

Company focused on using modern technology to build shareholder value. Working closely with Genesis Water Technologies (GWT) on an exclusive process (Enerlet) to recover and produce battery grade lithium from material sourced from the company's Clayton Valley Lithium project.

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 , mining projects, 3rd party lithium 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 brine recovery system will be effective for the recovery of Lithium and if effective will be economic or have any positive impact on Enertopia. There can be no assurance that the Clayton Valley project will be brought into production and that any royalty will be paid out. There can be no assurance that the financing will close and if closed will 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.