

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**

November 1, 2017

ITEM 3. **News Release**

The Company disseminated a news release on Stockwatch on November 1, 2017 and November 2, 2017. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on November 3, 2017.

ITEM 4. **Summary of Material Change**

On November 1, 2017, the Company announced it has closed the first tranche of CAD \$130,000 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 2,600,000 common shares at CAD\$0.05 and 2,600,000 whole warrants that expire on November 1, 2019, with an exercise price of USD \$0.06 during the 24 month period.

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 continued Lithium Brine division development, project development 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.

On November 2, 2017, the Company announced it has engaged FronTier Merchant Capital Group to provide investor relations (IR) and marketing services. FronTier is an investor relations group with a home office in Toronto, Canada. FronTier will assist the company by increasing market awareness for the company using a number of financial market communications initiatives, including facilitating in-person introductions for the company with institutional and retail brokers in Toronto and other financial capitals, and through media distribution on national television, radio and multiple on-line channels.

Under the terms of the engagement, FronTier has been retained for a 12-month period at \$87,000 (plus applicable sales tax) per annum plus direct expenses. The company will also grant 300,000 stock options to FronTier and 500,000 stock options to a director of the Company at an exercise price of 5 cents USD expiring 5 years from the date of grant.

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 November 3, 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) November 2, 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 1.01 Entry into a Material Definitive Agreement

On November 2, 2017, Enertopia Corp. (the "Company") announced it has engaged FronTier Merchant Capital Group to provide investor relations (IR) and marketing services. FronTier is an investor relations group with a home office in Toronto, Canada. FronTier will assist the company by increasing market awareness for the company using a number of financial market communications initiatives,

including facilitating in-person introductions for the company with institutional and retail brokers in Toronto and other financial capitals, and through media distribution on national television, radio and multiple on-line channels.

Under the terms of the engagement, FronTier has been retained for a 12-month period at \$87,000 (plus applicable sales tax) per annum plus direct expenses. The company will also grant 300,000 stock options to FronTier and 500,000 stock options to a director of the Company at an exercise price of 5 cents USD expiring 5 years from the date of grant.

Item 3.02 Unregistered Sales of Equity Securities

On November 1, 2017, the Company announced it has closed the first tranche of CAD \$130,000 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 2,600,000 common shares at CAD\$0.05 and 2,600,000 whole warrants that expire on November 1, 2019, with an exercise price of USD \$0.06 during the 24 month period.

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 continued Lithium Brine division development, project development 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.

Item 7.01 Regulation FD Disclosure

A copy of the news release announcing the closing of the first tranche of CAD \$130,000 for its Private Placement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

A copy of the news release announcing it has engaged FronTier Merchant Capital Group to provide investor relations (IR) and marketing services 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 November 1, 2017

99.2 Press Release dated November 2, 2017

10.1 Consulting Agreement with Frontier Merchant Capital Group dated October 27, 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.

ENERTOPIA CORP.

/s/ Robert McAllister

Robert G. McAllister
CEO, President and Director

Date: November 2, 2017



Press Release #201723

FOR IMMEDIATE RELEASE

November 1, 2017

Enertopia Closes First Tranche of Financing

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce it has closed the first tranche of CAD \$130,000 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 2,600,000 common shares at CAD\$0.05 and 2,600,000 whole warrants that expire on November 1, 2019, with an exercise price of USD \$0.06 during the 24 month period.

“We are working aggressively at mapping out the next steps for advancements in our lithium technology business.” Stated President and CEO Robert McAllister

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 continued Lithium Brine division development, project development 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.

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

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



Press Release #201723

FOR IMMEDIATE RELEASE

NOVEMBER 2, 2017

Enertopia Retains FronTier Merchant Capital Group For IR and Marketing

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce it has engaged FronTier Merchant Capital Group.

Enertopia Corp has engaged FronTier Merchant Capital Group to provide investor relations (IR) and marketing services. FronTier is an investor relations group with a home office in Toronto, Canada. FronTier will assist the company by increasing market awareness for the company using a number of financial market communications initiatives, including facilitating in-person introductions for the company with institutional and retail brokers in Toronto and other financial capitals, and through media distribution on national television, radio and multiple on-line channels.

Under the terms of the engagement, FronTier has been retained for a 12-month period at \$87,000 (plus applicable sales tax) per annum plus direct expenses. The company will also grant 300,000 stock options to FronTier and 500,000 stock options to a director of the Company at an exercise price of 5 cents USD expiring 5 years from the date of grant.

FronTier and its related companies currently own a total of 2.6 million common shares of Enertopia Corporation and 2.1 million common share warrants.

“Enertopia looks forward to working with FronTier Merchant Capital Group in creating awareness for our Clayton Valley lithium project which implements a modern technology to create a better way to mine and protect our environment. We are enthusiastic in becoming the leaders in this mining method,” Stated President and CEO Robert McAllister

About Enertopia

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

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 technology, 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. There can be no assurance that in FronTier Merchant Capital Group presenting the Company's story that it will have will have a 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

EXHIBIT 10.1
CONSULTING AGREEMENT



October 27, 2017

Enertopia Corp.
156 Valleyview Road
Kelowna, BC
Canada V1X 3M4

To: Robert McAllister, President
And: The Board of Directors of Enertopia Corp.

The consulting agreement below outlines the relationship between **FrontTier Consulting Ltd.** ("the Consultant") and **Enertopia Corp.** ("the Client") where the Consultant will work as a financial market advisor to the Client. We confirm and acknowledge that this agreement supersedes and replaces any and all previous agreements.

The purpose of the work plan is to raise awareness for Enertopia Corp, stock and private placement opportunity.

A handwritten signature in black ink, appearing to read "Ari Todd".

Ari Todd
President + CEO
FrontTier Merchant Capital Group
1 King Street West, Suite 1411
Toronto, Canada
M5H 1A1

Consulting Agreement

THIS AGREEMENT is made as of October 27, 2017

Enertopia Corp., a corporation having its head office at 156 Valleyview Road Kelowna, BC Canada V1X 3M4 (Hereinafter referred to as the "the Client")

AND

Frontier Consulting Ltd., Part of the **Frontier Merchant Capital Group**, incorporated under the laws of the Province of Ontario and having its head office at 1 King Street West, Suite 1411, Toronto, CANADA M5H 1A1 (Hereinafter referred to as the "Consultant")

This agreement is subject to the following terms and conditions:

- 1. Consultant is an Independent Contractor.** Subject to the terms and conditions of this Agreement, the Client hereby engages the Consultant as an independent contractor to perform the services set forth herein, and the Consultant hereby accepts such engagement. Furthermore, this Agreement shall not render the Consultant an employee or partner with the Client for any purpose. The Consultant is and will remain an independent contractor in his relationship to the Client. The Client shall not be responsible for withholding income taxes or other amounts (e.g. employment insurance, Canada Pension Plan) with respect to the Consultant's compensation hereunder. Consultant will indemnify the Client for any costs or expenses to the Client resulting from the Client's failure to withhold any such amounts on behalf of the Consultant.
- 2. Duties, Term, Compensation.** The Consultant's duties, term of engagement, compensation, work plan and provisions for payment for services shall be as set forth in Appendix A and Appendix B hereto, which may be amended by the parties in writing from time to time.
- 3. Expenses.** During the term of this Agreement, the Client shall pay for any out-of-pocket expenses which are incurred in connection with the performance of its duties hereunder including any charges incurred while carrying out the work plan. These expenses will be subject to written pre-approval by Client and evidenced by bona fide third party expense receipts approved by the Client's finance department. Food and beverage charges at any meetings or events will be paid by the Client.
- 4. Confidentiality.** The Consultant agrees that he will not communicate the terms of this Agreement to any person without the prior written consent of the Client and shall at all times preserve the confidential nature of his relationship to the Client and of the services hereunder.

5. Non-disclosure: The Client will not disclose any information to the Consultant which is not already disclosed to the public through a press release or registered filing.

6. 2C1 Form. Consultant to fill out a 2C1 form as an addendum to its PIF currently on file with the exchange, disclosing consultant's marketing agreement with the issuer /client. Consultant then to send a notarized copy to the client who should file such with the exchange.

7. Merger. This Agreement shall not be terminated by the merger or consolidation of the Client into or with any other entity.

8. Termination.

The Client or the Consultant may terminate this Agreement any time after the expiration of the twelve month agreement by giving 30 days' written notice.


If to the Consultant: 1 King Street West, Suite 1411, Toronto, Ontario M5H 1A1

If to the Client: 156 Valleyview Road Kelowna, BC Canada V1X 3M4

Attention: Robert McAllister, President


IN WITNESS WHEREOF the undersigned have executed this Agreement as of the day and year first written above. The parties hereto agree that facsimile signatures shall be as effective as if originals. Please sign below and initial each page.

Consultant: **FronTier Consulting Ltd.**
Per: Ari Toderovitz (Todd)

Ari Todd _____ October 27, 2017 _____
Print name Date


Sign name

Client: **Enertopia Corp.**
Per: Robert McAllister, President


Robert McAllister _____ October 27, 2017 _____
Print Name Date


Sign name

Appendix A

COMPENSATION and TERM

TERM: This engagement shall commence upon execution of this Agreement and shall continue in full force unless terminated under the termination provisions set out above. COMPENSATION: As full compensation for the services rendered pursuant to this Agreement, the consultant will receive from the client the following payments:

Financial Flex Marketing
TWELVE MONTH AGREEMENT
All-inclusive work fee of \$87,000 + HST – for full scope of marketing work for twelve months to start in Nov. 2017
<ul style="list-style-type: none">In Q1 the client shall elect 6 (SIX) Partners Add On Services as listed in Appendix B and shall also have the use of the FronTier IR services as listed in Appendix CIn Q2, Q3, and Q4 the client shall have use of all Frontier road show services
SCHEDULE OF PAYMENTS
<ul style="list-style-type: none">Q1 \$75,000 + GST for 6 (SIX) Partners Add-on Services and all Frontier IR services – Q1 fee includes \$75,000 + GST for the 6 (SIX) Partners Add on Services as these services are lined up and paid ahead of time by Frontier. *Due Upon Signing*
<i>*Client to be charged for a half a meeting for any cancellations within 48 hours of such meeting</i>
Client will grant 300,000 stock options for the FronTier team to be issued at or 1 cent above market when available. We ask that the client initial here to acknowledge same 
<i>Please make cheques payable to FronTier Consulting Ltd</i>

Appendix "B"

FRONTIER FLEX MARKETING

FrontierMCG introduces FronTier Flex Marketing, an industry leading, cross-media marketing program. Flex Marketing offers comprehensive IR and media marketing solutions to small and midcap companies seeking to create corporate awareness. Currently, our Flex Marketing service allows clients to choose and combine, from a dozen industry leading media add-on partner services, along with FronTier traditional roadshow and IR services, to create a custom IR/marketing campaign suited to your yearlong marketing needs.

The client has elected the 6(SIX) add-on services from our FMCG Partners Services below:



BNN Business New Network

Business News Network (BNN) is Canada's only all business specialty channel with real time coverage of global market activity from a Canadian perspective. BNN-TV 15 sec Ad spots during prime time.

www.bnn.ca



5 to 10-minute professional radio interview for public companies - interview played to 500,000 + radio listeners on 50+ business talk radio stations across the United States. The piece will run at least once on each radio station during market hours.

(Also distributed to Frontier email and social media followers)

EllisMartinReport.com



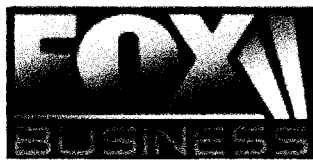
A redesign of your corporate website OR manage existing website, update content, upload PR and content for 12 months. Trek-It has extensive experience building and managing websites for private and public companies.

Trek-It.com

TK.

***Timea Klemp**

Assisting with your corporate needs - creating fact sheets, corp. presentations, letter-writing, marketing materials etc.; Timea has over 20 years of experience in the financial sector - on the banking/brokerage side as well as the public company side as investor relations/corporate communications, She has built a vast network and has valuable experience and skills in the financial marketplace.



FOX Business News Network

FOX Business News Network – has the second largest net worth audience demographic compared to CNN & MSNBC. FOX BNN is also the second largest choice of Financial professionals, personal investors, and active investors reaching over 60 million households.

www.foxbusiness.com

Please note this is a **PREMIUM PARTNER SERVICE and counts as two (2) add on services

Appendix "C"

WORK PLAN

During the term of this work plan, the FronTier team will act as an external consultant to the Client, to help the Client with many financial market initiatives and programs. This work plan will focus on targeting capital firms and contacts in Toronto and other financial capitals. It is understood and agreed by the Consultant that any financing currently contemplated by the Client will be between the Client and Accredited Investors ONLY. This work plan will commence from the settlement of this agreement.

The Client will receive the following services from the Consultant during the work term the following:



ROAD SHOW MARKETING

a. **IN PERSON MEETINGS** Road show campaign to be comprised of four (4) days of introductions / road show meetings (some 6 to 10 contacts) per quarter in Toronto Montreal, Calgary and Vancouver and if the client so chooses, the road show cities, may also include such other cities as Ottawa, Victoria, Saskatoon, Winnipeg, Kelowna, Regina, Edmonton, Red Deer in Canada; and New York, Boston, Chicago, Miami, Los Angeles, San Francisco, Santa Barbara, Minneapolis, Stamford, Milwaukee and Denver in the United States and Zurich, Geneva, Monaco, Paris, London in Europe; Hong Kong, mainland China, Singapore, Seoul. In Asia and Sydney, Melbourne in Australia; meetings can be rolled over onto the following month(s), or, conversely, can be used in sooner months instead of later months if strategic. Focus of work plan to also include general marketing and market support.

VIRTUAL MEETINGS 1 to 2 Virtual Group Meeting to be conducted with qualified contacts in North America and Europe following a key milestone for the company. 5-25 people per virtual meeting attend using Zoom technologies.

Additional Info - <http://ari361.wix.com/the-road-show-compan#!/mainPage>



PRESS RELEASE DISTRIBUTION

b. the Consultant to disseminate one PRESS RELEASE EMAIL DISTRIBUTION per month (it can also be rolled over onto the following month) to 12,000 registered brokers in Canada, 14,000 individual investors, 90,000 registered brokers in United States, 4500 close industry contacts and colleagues through the FontierSmallCaps.com News Room, the Canadian Stock Market News distribution channel and three (3) FronTier office distribution lists.

Additional Info - <http://www.frontiersmallcaps.com/>



MARKET AWARENESS

c. The Consultant to draft a professional marketing and PROMOTIONAL profile PDF for the client and the consultant will distribute such marketing and promotional email profile to key industry contacts. The consultant will distribute this marketing PDF through the FrontierSmallCaps.com website, Canadian Stock Market News Distribution and to all Frontier social media followers. Frontier's road show leads will market to new contacts and distribute the profile in all road show cities before business meetings.

Additional Info - <http://frontiermcg.com/PUF.pdf> and <https://www.facebook.com/frontiermcg/> and <https://twitter.com/frontiermcg> and <https://www.linkedin.com/in/frontiermcg>



d. The Consultant to PROFILE the client's company on Canadian Stock Market News, Frontier Small Caps and FrontierMCG.com and will run market awareness programs to boost profile of client; in addition, the Client will be featured and marketed through FrontTier's social media* outlets (Facebook, Twitter, Linkin, YouTube) * presently some 4,500 followers.

e. In Person, Email, Phone and Webinar communications to be conducted for term of agreement, focused after corporate milestones achieved.

Additional Info - <http://ari361.wix.com/the-road-show-compan#!c127d> and <http://www.frontiersmallcaps.com/>



CORPORATE DEVELOPMENT

f. The consultant to assist Client with market and non-market side corporate development and financial market initiatives, i.e. sourcing new project, personnel or alternative funding sources.



DEDICATED CLIENT LEAD

g. The Client will receive a dedicated senior team member from the Frontier team as their Client Lead and main point of contact during the campaign who will provide the client a quarterly activity report and schedule a weekly or monthly catch up meeting with Client depending on client's desired activity level. The client lead will use his/her personal network and relationships to canvas market and financing support as a compliment to road show and other work plan activities.