

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**

January 12, 2018

ITEM 3. **News Release**

The Company disseminated two news releases on Stockwatch on January 12, 2018. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on January 16, 2018.

ITEM 4. **Summary of Material Change**

On January 12, 2018, the Company announced synthetic brine testing update for the recovery of Lithium.

Separately on January 12, 2018, the Company announced it has closed the final tranche of CAD \$80,550 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 1,611,000 common shares at CAD\$0.05 and 1,611,000 whole warrants that expire on January 12, 2020, with an exercise price of USD \$0.06 during the 24 month period.

The Company reports one Director purchased 200,000 units of the above second tranche for proceeds of CAD \$10,000 to the Company.

A cash finder’s fee for CAD \$3,880 and 77,600 full broker warrants was paid to a third party. All full broker warrants expire on January 12, 2020 with the same exercise terms as noted above.

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 Technology 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 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 January 16, 2018

**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) January 12, 2018

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 3.02 Unregistered Sales of Equity Securities

On January 12, 2018, the Company announced it has closed the final tranche of CAD \$80,550 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 1,611,000 common shares at CAD\$0.05 and 1,611,000 whole warrants that expire on January 12, 2020, with an exercise price of USD \$0.06 during the 24 month period.

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Item 7.01 Regulation FD Disclosure

A copy of the news release announcing the synthetic brine testing 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 has closed the final tranche of CAD \$80,550 for its Private Placement 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 January 12, 2018

99.2 Press Release dated January 12, 2018

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: January 12, 2018



Press Release #201803

FOR IMMEDIATE RELEASE

January

Testing Update 99.99% Magnesium left behind in Lithium host rock

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce the following synthetic brine 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 leader in specialized water treatment solutions.

The goals of this much larger independent third party lab testing from the Company's lithium project in Clayton Valley, NV were to test, in a precise manner, the effect of varying pH in leach solutions used to create synthetic brines by dissolution of lithium from source rock from the Company's Clayton Valley, NV project. The synthetic lithium brines were created by using one (1) part lithium bearing source rock (500g) to four (4) parts solution (2000ml) as a baseline for our upcoming bench testing of the synthetic brines through the GWT ENERLET system. These solutions had the following pH values, 2.0 and 5.5 (using H_2SO_4), and pH of 11.0 (using NaOH).

Also the synthetic brine solutions were tested over periods from 2hrs to 48hrs to test how much lithium and other minerals would be liberated into solution over the tested time intervals.

Overview of 3rd party laboratory results from the synthetic brine sample results are outlined below:

Bulk Sample #	pH 2.0	pH 5.5	pH 11.0	Mg/Li Ratio
GWT-001				
Li in head grade ppm	1,040	1,040	1,040	
Li in Solution mg/l	30	20	20	
Mg in head grade ppm	25,950	25,950	25,950	
Mg in solution mg/l	307	40	3	0.15/1
GWT-002				Mg / Li
Li in head grade ppm	1,780	1,780	1,780	
Li in Solution mg/l	170	170	170	
Mg in head grade ppm	21,400	21,400	21,400	
Mg in solution mg/l	228	55	3	0.017/1

NOTE: 1 ppm = 1 mg/l

KEY FINDINGS:

Synthetic lithium brine solution produced from leaching of bulk sample GWT002 by alkaline leaching (with a pH of 11) returned the best results with 99.99% of magnesium being left out of the produced synthetic lithium brine solution.

Separation of magnesium from lithium in brines used to produce a lithium carbonate product is a critical process factor, as well as cost factor, in the production of battery grade lithium carbonate. The finding that magnesium can be easily suppressed in the production of synthetic lithium brine from the source rock at the Clayton Valley Project bodes well for cost containment in, as well as purity of lithium carbonate product from, the ENERLET proposed recovery process.

Lithium values of 170 ppm and only 3 ppm Mg in solution were found in synthetic lithium brine produced by alkaline leach from bulk sample GWT-002. For comparison the disclosed inferred brine resource of one of the properties in Clayton Valley, NV has an average Lithium grade of 123 ppm and over 200 ppm Magnesium, requiring additional cost (to separate magnesium) to produce an acceptable lithium carbonate product. Thus, our test synthetic lithium brine, produced by alkaline leach of our source rock, returned values 38.21% higher in lithium and contains only 0.015% Mg based on comparison. The above lithium values of 170 ppm are also more than 100% above several reported petro lithium projects. Brines from those petro lithium projects are also reported to feature high levels of magnesium that must be removed to produce an acceptable lithium carbonate product.

There was no significant difference in the amount of dissolved lithium into solution based on a two hour solution test or the prolonged forty-eight hour solution test period. This indicates the Lithium readily dissolves out of the source rock in a very short period of time, thus allowing for rapid processing time to synthetic lithium brine.

Lithium in solution was computed to be over 40% of Lithium in the source rock. This indicates the opportunity for a substantial increase in the Lithium in solution grade, using a more concentrated solution and or industry standard separation technologies going forward.

NEXT STEPS:

The Company continues to work aggressively at unlocking the value of the lithium bearing rock at surface along the uplifted block along the eastern flank at Clayton Valley, NV. Further testing of lithium source rock and pH controlled liquid ratios will continue along with and in combination with testing of other separation methods that will be ongoing over the first quarter of 2018. The Company will also have a booth at the Prospectors and Developers Association of Canada (PDAC) this year from March 4-7 in Toronto, ON. Modern technology is changing the face of mining. For example drones can now be used quickly and inexpensively to map and digitize a property in hours as opposed to weeks or months in the past. Autonomous mining vehicles now have production rates 40% higher and no lost time accidents than those of conventional mining vehicles.

“We look forward to the results from our Bench Test partner GWT and using the latest proven mining methods in creating shareholder value.” Stated CEO Robert McAllister

BENCH TEST UPDATE:

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

The bench test proto type build has started and is on track to be completed in February.

“Enertopia looks forward to providing updates as to the results of the bench test analysis and our ongoing project work at our 100% owned Clayton Valley, NV, Lithium project, as well as continuing due diligence in the technology and mineral sectors. 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

Third party laboratory testing was carried out by BASE Metallurgical Laboratories Ltd. and independent rock and synthetic brine assays were carried out by ALS Geochemistry of Vancouver, BC. Head grade rock analysis was completed using ME-ICP61, with synthetic brine analysis completed by using ME-MS14b, ME-ICP14, ME-ICP15 and tail analysis was completed using ME-ICP61.

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 licensed process (Enerlet) with the goal to recover and produce battery grade lithium carbonate.

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. There can be no assurance that the lithium on the company's project will be recoverable or economic. 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 #201802

FOR IMMEDIATE RELEASE

January 12, 2018

Enertopia Closes Oversubscribed 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 final tranche of CAD \$80,550 for its Private Placement announced on October 26, 2017. Enertopia will be issuing 1,611,000 common shares at CAD\$0.05 and 1,611,000 whole warrants that expire on January 12, 2020, with an exercise price of USD \$0.06 during the 24 month period.

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

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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