

FORM 51-102F3
Material Change Report

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

Enertopia Corp. (the “Company” or “Enertopia”)
156 Valleyview Road
Kelowna, BC V1X 3M4

ITEM 2. **Date of Material Change**

May 25 and 28, 2018

ITEM 3. **News Release**

The Company disseminated two news releases on Stockwatch on May 25 and 28, 2018. The Company announced the material changes by filing a Form 8-K with the Securities and Exchange Commission.

ITEM 4. **Summary of Material Change**

Enertopia has closed the final tranche of CAD \$148,200 for its Private Placement announced on April 16, 2018. Enertopia will be issuing 2,470,000 common shares at CAD\$0.06 and 2,470,000 whole warrants that expire on May 25, 2020, with an exercise price of USD \$0.075 during the 24 month period.

A cash finder’s fee for CAD \$5,820 and 70,000 full broker warrants was paid to third parties. All full broker warrants expire on May 25, 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 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 May 28, 2018, Enertopia announced it has engaged FronTier Flex Marketing ("FronTier"). 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 9-month period at \$66,000 (plus applicable sales tax) per the contract extension plus direct expenses. The Company will also grant 300,000 stock options to FronTier and 250,000 stock options to a consultant of the Company at an exercise price of 7 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**

Additional information respecting the Company or the material changes disclosed under this form may be obtained by contacting Robert McAllister, CEO and President of the Company, at (250) 765-6412.

ITEM 9. **Date of Report**

Dated May 29, 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) May 25, 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

Enertopia Corp. ("Enertopia" or the "Company") has closed the final tranche of CAD \$148,200 for its Private Placement announced on April 16, 2018. Enertopia will be issuing 2,470,000 common shares at

CAD\$0.06 and 2,470,000 whole warrants that expire on May 25, 2020, with an exercise price of USD \$0.075 during the 24 month period.

A cash finder's fee for CAD \$5,820 and 70,000 full broker warrants was paid to third parties. All full broker warrants expire on May 25, 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 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.

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Under the terms of the engagement, FronTier has been retained for a 9-month period at \$66,000 (plus applicable sales tax) per the contract extension plus direct expenses. The Company will also grant 300,000 stock options to FronTier and 250,000 stock options to a consultant of the Company at an exercise price of 7 cents USD expiring 5 years from the date of grant.

Item 7.01 Regulation FD Disclosure

A copy of the news release announcing that Enertopia has closed the final tranche of CAD \$148,200 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 that Enertopia has engaged FronTier Flex Marketing 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 May 25, 2018

99.2 Press Release dated May 28, 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: May 29, 2018



Press Release #201813

FOR IMMEDIATE RELEASE

May 25, 2018

Enertopia Closes Final 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 final tranche of CAD \$148,200 for its Private Placement announced on April 16, 2018. Enertopia will be issuing 2,470,000 common shares at CAD\$0.06 and 2,470,000 whole warrants that expire on May 25, 2020, with an exercise price of USD \$0.075 during the 24 month period.

A cash finder's fee for CAD \$5,820 and 70,000 full broker warrants was paid to third parties. All full broker warrants expire on May 25, 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 Brine division development, project development and general working capital. The Private Placement will be subject to normal regulatory approvals.

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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 currently 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. 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 #201814

FOR IMMEDIATE RELEASE

MAY 28, 2018

Enertopia Engages FronTier Flex 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 Flex Marketing

FronTier Flex Marketing (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 9-month period at \$66,000 (plus applicable sales tax) per the contract extension plus direct expenses. The company will also grant 300,000 stock options to FronTier and 250,000 stock options to a consultant of the Company at an exercise price of 7 cents USD expiring 5 years from the date of grant.

“Enertopia looks forward to our working relationship with FronTier 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

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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 Flex Marketing 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