

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**

June 4 and 11, 2018

ITEM 3. **News Release**

The Company disseminated two news releases on Stockwatch on June 4, 2018 and June 11, 2018. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on June 12, 2018.

ITEM 4. **Summary of Material Change**

One June 4, 2018, Enertopia announced an update on their synthetic lithium brine testing for the recovery of Lithium by our technology partner Genesis Water Technologies Inc. (GWT), a leader in specialized water treatment solutions. The final test samples were shipped by courier on June 1, 2018, to the respective 3rd party labs. The Company anticipates being in receipt of all the processed synthetic lithium brine and the dried Li₂CO₃ product assays by the end of June. GWT has been performing final Li₂CO₃ testing using synthetic brines solutions created from Enertopia’s Clayton Valley, Nevada project. The finished Li₂CO₃ product will be first analyzed via ICP methods to test that they meet the required Industrial grade 99% or battery grade 99.5% purity and keeping below the maximum allowed impurities by weight.

Separately on June 11, 2018, the Company also announced a second synthetic lithium brine testing update. Over the past several months, GWT designed, built and tested a bench scale pilot plant to recover Li₂CO₃ from synthetic brine solutions created from Enertopia’s Clayton Valley, Nevada project. These synthetic brines were made by dissolving host lithium oxide surface rock in distilled water acidified with HCL or by using a distilled water solution raised to Ph 10.5 to Ph 11.0 by addition of NaOH.

The goals of this completed testing were to achieve the recovery of battery grade Lithium Carbonate from the synthetic brine. The solutions were passed through separate recovery lines. One line processed the brine using GWT’s electrolysis (ES) method. The low voltage ES system allowed for the removal of impurities by altering the input DC voltages to the system. The second recovery line used a single Ion Exchange (IE) column for the removal of impurities from the brine.

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 June 12, 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) June 4, 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 7.01 Regulation FD Disclosure

A copy of the news release announcing an update on their synthetic lithium brine testing 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 a second synthetic lithium brine testing update 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 June 4, 2018

99.2 Press Release dated June 11, 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: June 11, 2018



Press Release #201815

FOR IMMEDIATE RELEASE

June 4, 2018

Second Stage Testing Completed “Assays Pending”

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

The final test samples were shipped by courier on June 1, 2018, to the respective 3rd party labs. The Company anticipates being in receipt of all the processed synthetic lithium brine and the dried Li_2CO_3 product assays by the end of June. GWT has been performing final Li_2CO_3 testing using synthetic brines solutions created from Enertopia's Clayton Valley, Nevada project. The finished Li_2CO_3 product will be first analyzed via ICP methods to test that they meet the required Industrial grade 99% or battery grade 99.5% purity and keeping below the maximum allowed impurities by weight.

“Genesis Water Technologies looks forward to the 3rd party assay results from the synthetic brine samples and our GWT Enerlet Lithium recovery process. We are enthusiastic to be on the cutting edge of advancements in lithium extraction to provide battery grade lithium to industry,” Stated Technical Manager Nick Nicholas.

NEXT STEPS:

The Company continues to work aggressively to unlock the value of the lithium-bearing rock at and near the surface at the Clayton Valley lithium project. The lithium-bearing rock is contained in an uplifted block of sediments along the eastern flank of Clayton Valley, NV. Recently Cypress Development released a 43-101 indicating that they had outlined a large multi-million-tonne Li_2CO_3 resource in similar sediments adjacent to our western project boundary. We believe this is a strong indication that there is resource potential on our project as well. Noram Ventures, whose property is adjacent to our eastern property boundary, announced that they had started drilling to expand upon their 43-101 Li_2CO_3 resource in sediments as well. We are currently compiling data for our first drill program as this will be necessary for selecting the location of source rock for our proposed pilot plant. Other preliminary work includes the review of onsite or offsite processing of the material for the pilot plant and pilot plant location. Due to the excellent infrastructure in the area, the company has several options that are currently being explored.

The company is pleased to announce it has made all BLM claim payments with respect to the Companies placer and load claims at Clayton, Valley Nevada for the 2019 fiscal year starting September 1st, 2018.

“Enertopia looks forward to providing updates in the coming weeks 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 about 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 exclusively 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 water treatment 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 mining or technology projects, 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 #201816 FOR IMMEDIATE RELEASE June 11, 2018

Innovative Lithium Extraction Technique, Summary of Testing

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

Over the past several months, GWT designed, built and tested a bench scale pilot plant to recover Li_2CO_3 from synthetic brine solutions created from Enertopia's Clayton Valley, Nevada project. These synthetic brines were made by dissolving host lithium oxide surface rock in distilled water acidified with HCL or by using a distilled water solution raised to Ph 10.5 to Ph 11.0 by addition of NaOH.

The goals of this completed testing were to achieve the recovery of battery grade Lithium Carbonate from the synthetic brine. The solutions were passed through separate recovery lines. One line processed the brine using GWT's electrolysis (ES) method. The low voltage ES system allowed for the removal of impurities by altering the input DC voltages to the system. The second recovery line used a single Ion Exchange (IE) column for the removal of impurities from the brine.

Over the next three weeks all of the synthetic brine samples that were treated, as well as the collected and dried Li_2CO_3 product from each test, will be assayed and assays are expected to be received from 3rd party independent labs. The finished Li_2CO_3 product will be first analyzed via ICP methods to test that they meet the required Industrial grade 99% or battery grade 99.5% purity and that they contain impurities only below the maximum allowed by weight.

"Genesis Water Technologies looks forward to the 3rd party assay results from the synthetic brine samples and our GWT Enerlet Lithium recovery process. We are enthusiastic to be on the cutting edge of advancements in lithium extraction to provide battery grade lithium to industry," Stated GWT's Technical Manager Nick Nicholas.

NEXT STEPS:

- The company continues to work aggressively to unlock the value of the lithium-bearing sediments at and near the surface at the Clayton Valley lithium project. The lithium bearing sediments are contained in an uplifted block of sediments along the eastern flank of Clayton Valley, NV. Recently, Cypress Development released a 43-101 Technical Report indicating that they had outlined a large, multi-million tonne Li_2CO_3 resource in similar sediments adjacent to our western project boundary. We believe this is a strong indication that there is resource potential on our project as well. Noram Ventures, whose property is adjacent to our eastern property boundary, announced that they had started drilling to expand upon their 43-101 Li_2CO_3 resource in sediments as well. We are currently compiling data for our first drill program as this will be necessary for selecting the location of source rock for our proposed pilot plant. Other preliminary work includes the comparative review of onsite or offsite processing of the material for the pilot plant and pilot plant location. Due to the excellent infrastructure in the area, the company has several options that are currently being explored.
- The company is very encouraged by the material project developments by Cypress Development and Noram Ventures adjacent to our project. We are further encouraged by our advances, and those of other companies as well, in the recovery of Lithium from various depositional environments and its conversion to carbonate and or hydroxide battery materials.

- Recent industry news May 30, 2018, from the International Energy Agency (IEA) estimates that by 2030 electric vehicles on the road will go from 3 million today to 125 million by 2030 with the upside potential of 220 million electric vehicles on the road by 2030. One thing that the market has not looked at from the demand side will be the growing demand for replacement Li-Ion batteries five to seven years after original purchase. The Li-Ion battery has been and will continue to be the instrument for transformational change in our growing mobile world. From cell phones, wearables, EV's, Li-Ion batteries have made our lives more connected and mobile than ever before.

“Enertopia looks forward to providing updates in the coming weeks 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 about becoming leaders in this evolution,” Stated President and CEO Robert McAllister

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