

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**

July 4, 2018

ITEM 3. **News Release**

The Company disseminated a news release on Stockwatch on July 4, 2018. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on July 5, 2018.

ITEM 4. **Summary of Material Change**

On July 4, 2018, Enertopia provided Genesis Water Technologies Inc. ("GWT") with a formal 30 day notice of termination (the "**Notice of Termination**") of the commercialization agreement dated December 6, 2016 and as amended October 9, 2017. After reviewing the independent 3rd party technical data from the completed second phase bench test, the Company's board of directors decided that it was in the best interests of the Company to provide the Notice of Termination citing non-viability.

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

5.1 **Full Description of Material Change**

See attached Form 8-K with news release.

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 July 5, 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) July 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 1.02 Termination of a Material Definitive Agreement

On July 4, 2018, Enertopia Corp. ("**Enertopia**" or the "**Company**") provided Genesis Water Technologies Inc. ("**GWT**") with a formal 30 day notice of termination (the "**Notice of Termination**") of the commercialization agreement dated December 6, 2016 and as amended October 9, 2017. After reviewing the independent 3rd party technical data from the completed second phase bench test, the

Company's board of directors decided that it was in the best interests of the Company to provide the Notice of Termination citing non-viability.

Item 7.01 Regulation FD Disclosure

A copy of the news release announcing 3rd party testing results and the termination of a licensing agreement filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated July 4, 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 G. McAllister

Robert G. McAllister
CEO, President and Director

Date: July 5, 2018



Press Release 201817

FOR IMMEDIATE RELEASE

July 4, 2018

3rd Party Testing Results, Enertopia on the right path to success

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

The finished Li_2CO_3 product samples were analyzed via ICP methods by independent 3rd party labs to test that they met required battery grade 99.5% purity levels by testing for impurities below the maximum allowed limits by weight.

All 3rd party lab testing results have been received and battery grade results were not achieved by using the (GWT) single pass process system for recovery of Lithium into Li_2CO_3 .

NEXT STEPS:

- After reviewing the independent 3rd party technical data from the completed second phase bench test the Board of Directors decided that it was in the best interest of Enertopia to provide GWT with formal 30-day notice of termination of the licensing agreement. Such notice has been given today.
- The company's technical advisor Dr. John Thomas will now take the lead in ongoing design and testing in the creation of synthetic brine from enriched Lithium claystone's on the companies Clayton Valley project and the subsequent conversion to battery grade Li_2CO_3 and/ or LiOH .
- Taking back control of the design process will allow the Company to accelerate the testing cycle at a reduced cost. Any proprietary design or process that might be patentable going forward would belong 100% to Enertopia.
- 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 battery grade carbonate and/or hydroxide materials.

“Enertopia looks forward to providing ongoing updates of our technical and project work at our 100% owned Clayton Valley, NV, lithium project. Modern technology is

revolutionizing ways to mine and protect our environment. Over the past two years I have increased my share position in the Company by 1,980,000 shares and now hold 5,390,000 shares. I look forward to increasing my share ownership as I am confident we are on the right path to success,” 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 with the goal of producing battery grade lithium carbonate and /or hydroxide.

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 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 ongoing testing 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