

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**

August 31, 2018

ITEM 3. **News Release**

The Company disseminated a news release on Stockwatch on August 31, 2018. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission.

ITEM 4. **Summary of Material Change**

On August 31, 2018, Enertopia announced it had closed the first tranche of CAD \$132,000 from a Private Placement. Enertopia will be issuing 4,400,000 common shares at CAD\$0.03 and 4,400,000 whole warrants that expire on August 31, 2021, with an exercise price of USD \$0.05 during the three-year period.

The Company also reports the CEO purchased 400,000 units of the above private placement and additionally exercised 50,000 options at \$0.06 in USD and 120,000 options at \$0.05 in USD for proceeds of USD \$9,000 to the Company.

A cash finder’s fee for CAD \$12,000 and 400,000 full broker warrants was paid to third parties. All full broker warrants expire on August 31, 2021 with the same exercise terms as noted above.

Update on our August 13, 2018 press release:

With the closing of today’s financing tranche, final preparation for submittal to the BLM of the Companies NOI (Notice of Intent) to drill can be submitted. The focus of the drill program is multi-faceted. Firstly, it is to confirm that the tenor and grade of mineralization that is adjacent to our property to the West is similar on our project. The information gained will then be incorporated into our first NI 43-101 Resource report.

Secondly, the Company will undertake systematic and through solution testing of the drilled lithium enriched horizons. This will enable the Company to map the subsurface horizons as per oxide and reduced horizons and further differentiate the

grade of Lithium in solution that can be potentially recovered in a low CAPEX and low cost extraction methods.

Thirdly, the Company continues to move forward with respect to recovering lithium from its synthetic brine solutions.

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 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 September 4, 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) August 31, 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 August 31, 2018, Enertopia Corp. ("Enertopia" or the "Company") announced that it has closed the first tranche of CAD \$132,000 from a Private Placement. Enertopia will be issuing 4,400,000 common

shares at CAD\$0.03 and 4,400,000 whole warrants that expire on August 31, 2021, with an exercise price of USD \$0.05 during the three-year period.

The Company also reports the CEO purchased 400,000 units of the above private placement and additionally exercised 50,000 options at \$0.06 in USD and 120,000 options at \$0.05 in USD for proceeds of USD \$9,000 to the Company.

A cash finder's fee for CAD \$12,000 and 400,000 full broker warrants was paid to third parties. All full broker warrants expire on August 31, 2021 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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Item 7.01 Regulation FD Disclosure

A copy of the news release announcing that Enertopia has closed the first tranche of CAD \$132,000 for its Private Placement is 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 August 31, 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: September 4, 2018



Press Release #201819

FOR IMMEDIATE RELEASE

August 31, 2018

Enertopia Provides Corporate Update

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 \$132,000 from a Private Placement. Enertopia will be issuing 4,400,000 common shares at CAD\$0.03 and 4,400,000 whole warrants that expire on August 31, 2021, with an exercise price of USD \$0.05 during the three-year period.

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Thirdly, the Company continues to move forward with respect to recovering lithium from its synthetic brine solutions.

We look forward to providing detailed updates as testing and drilling results are received over the coming months." Stated President and CEO Robert McAllister

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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. Enertopia is working to establish a lithium resource and at the same time working on extracting Lithium from its synthetic brine solutions by using industry leading proven technology.

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 a lithium resource will be outlined at the Clayton Valley, NV project or the bench 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 proposed drill program is dependent on BLM approval and rig availability. 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