

FORM 51-102F3
Material Change Report

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

Enertopia Corp. (the “Company” or “Enertopia”)
1873 Spall Road, #22
Kelowna, BC
V1Y 4R2

ITEM 2. **Date of Material Change**

February 19, 2019

ITEM 3. **News Release**

The Company disseminated a news release on Stockwatch on February 19, 2019. 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 February 19, 2019, Enertopia announced that all drill core sample assays have been received from the four resource definition holes and one metallurgical test hole at its Clayton Valley Nevada drill program. The best hole for grade and thickness was TOP-02* that averaged 1,231 ppm li over 262 feet. Including 1,368 ppm li over 186 feet in the main reduced zone.

Drilling confirms widespread lithium mineralization on the property. The average grade and thickness from our four-hole drill program was approximately 1,120 ppm li over an average thickness of 284 feet. A higher-grade zone inside the total lithium horizon averaged more than 1,225 ppm over an average thickness of 177 feet.

This zone appears to have a regional NE trend starting from the Southwest on Cypress Development’s proposed high-grade starter pit, with an average grade of ~ 1,105 ppm Li and running through our project and then onto Noram Ventures project to the northeast where they have outlined a shallow resource to ~ 50 feet averaging 1,060 ppm li.

Drill hole TOP-04 ended in mineralization of 1,480 ppm li over the last 5 feet at a depth of 297 feet.

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) 870-2219.

ITEM 9. Date of Report

Dated February 21, 2019

**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) February 19, 2019

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.)

1873 Spall Road, #22, Kelowna, BC Canada

VIY 4R2

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (250) 870-2219

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 Enertopia's news release announcing the results of the drill core sample assays from its Clayton Valley Nevada drill program, 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 February 19, 2019

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: February 21, 2019



Press Release #201903

FOR IMMEDIATE RELEASE

February 19, 2019

Enertopia Drills 262 Feet of 1,231 ppm Li from Clayton Valley

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce that all drill core sample assays have been received from the four resource definition holes and one metallurgical test hole. The best hole for grade and thickness was TOP-02* that averaged 1,231 ppm li over 262 feet. Including 1,368 ppm li over 186 feet in the main reduced zone.

Drilling confirms widespread lithium mineralization on the property. The average grade and thickness from our four-hole drill program was approximately 1,120 ppm li over an average thickness of 284 feet. A higher-grade zone inside the total lithium horizon averaged more than 1,225 ppm over an average thickness of 177 feet.

This zone appears to have a regional NE trend starting from the Southwest on Cypress Development's proposed high-grade starter pit, with an average grade of ~ 1,105 ppm Li and running through our project and then onto Noram Ventures project to the northeast where they have outlined a shallow resource to ~ 50 feet averaging 1,060 ppm li.

Drill hole TOP-04 ended in mineralization of 1,480 ppm li over the last 5 feet at a depth of 297 feet.

“Drilling has not only verified the Company's expectations for the potential of the lithium horizon on our property but we have been able to show by the drill bit that the drill intersections to date indicate any future outlined resource could have Lithium values exceeding those of the proposed high grade starter pit envisioned on the Cypress Development property to our southwest.” Stated President Robert McAllister

Summary of Drill Program Assay Intercepts:

| DRILL HOLE | From | To | Length | Min | Max | Avg |
|----------------------------|------|-----|--------|--------|--------|--------|
| | ft | ft | ft | ppm Li | ppm Li | ppm Li |
| TOP-01 | 0 | 275 | 275 | 300 | 1,760 | 1,039 |
| Includes upper claystone | 0 | 118 | 118 | 470 | 1,230 | 815 |
| Includes reduced claystone | 118 | 275 | 157 | 300 | 1,760 | 1,179 |
| TOP-02* | 20 | 282 | 262 | 490 | 2,580 | 1,231 |
| Includes upper claystone | 20 | 96 | 76 | 490 | 1,630 | 870 |
| Includes reduced claystone | 96 | 282 | 186 | 920 | 2,580 | 1,368 |
| TOP-03 | 17 | 352 | 335 | 400 | 1,890 | 1,002 |
| Includes upper claystone | 17 | 102 | 85 | 400 | 1,190 | 623 |
| Includes reduced claystone | 102 | 352 | 250 | 500 | 1,890 | 1,129 |
| TOP-04** | 32 | 297 | 265 | 820 | 2,080 | 1,208 |
| Includes upper claystone | 32 | 86 | 54 | 940 | 2,080 | 1,312 |
| Includes reduced claystone | 86 | 202 | 116 | 820 | 1,730 | 1,255 |
| Includes lower claystone | 202 | 297 | 95 | 890 | 1,480 | 1,102 |

Summary of assay intercepts for TOP-02M metallurgical hole:

| DRILL HOLE | From | To | Length | Min | Max | Avg |
|----------------------------|------|-------|--------|--------|--------|--------|
| | ft | ft | ft | ppm Li | ppm Li | ppm Li |
| TOP-02M | - | - | - | - | - | - |
| Includes upper claystone | 10 | 40.25 | 30.25 | 490 | 1,630 | 1,140 |
| Includes reduced claystone | 105 | 185 | 80 | 920 | 2,580 | 1,405 |

Notes:

Drill holes TOP-01 to TOP-04 were assayed over intervals averaging 10ft each unless the intersection involved changes in the lithological units.

Drill hole TOP-02M was only assayed over intervals of 5ft that had poor recovery in adjacent hole TOP-02.

There is a high correlation to lower assayed grades in intersections that had poor recovery when compared to hole TOP-02M which was a twin hole for metallurgical testing purposes. Hole TOP-02M and TOP-04 were drilled with a CAT rig to a depth of 230ft and showed core recoveries of 90% to 100% over these intervals. These two holes returned correspondingly higher average Li grades than holes TOP-01 and TOP-02.

Hole TOP-04** was the only hole to reach the lower reduced claystone and the last 5 feet at the EOH (End of Hole) assayed 1,480 ppm Li.

All samples were submitted to ALS Global in Reno, Nev., for analysis by ME-ICP61 plus Lithium. Eleven blind sample blanks and standards were inserted into the sample sequences at random intervals.

A regional map showing the company's strategic project location can be accessed by going to www.enertopia.com

“With assay results in hand from our Clayton Valley Nevada drill program we can't wait to get started on our solution testing of the drilled lithium horizons. We continue to strive for a low-cost mining and processing solution to unlock the potential value of the Lithium enriched claystone's.” Stated CEO Robert McAllister

A complete hole log and assay presentation will be available in the coming days on the company's website at www.enertopia.com

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 1.250.870.2219

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 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.