

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**

September 24, 2019

ITEM 3. **News Release**

The Company disseminated a news release on September 24, 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**

The Company announced the following lithium project testing update.

The Company has completed final phase of solution testing, running pre-strip reagent testing to control impurity levels in the Upper Oxide and Reduced drilled horizons from our Clayton Valley, Nevada project.

The goal of these latest tests is to determine how various pH levels with different reagents impact the impurities in each claystone zone. We want to see if pre-stripping the impurities prior to making our synthetic brine is a viable option. This appears to be the case as the potential loss of lithium was below detection limits in all pre-stripping tests.

The latest solution testing was focused on the upper oxide zone, as under any potential mining scenario it would most likely be the first zone mined. The sample size for each test was 20g solids with the ratio being 10% solids in the solution. Due to the success in lowering impurities, we believe we should be able to increase the solids ratio, thus increasing the lithium in the solution going forward using standard off the shelf technology.

Table 1 below showcases the low levels of impurities achieved in one of our completed pre stripping process tests compared to one currently producing Li brine project and one Li brine project currently being evaluated. Reduction of impurities in synthetic brine produced for processing is an essential element of process cost reduction.

Table 1

Lithium Project Comparisons	B mg/l	Ca mg/l	K mg/l	Li mg/l	Mg	Na mg/l	Sr
Enertopia Test Series-CVN	8	700	247	60	881	1,635	40
3 rd Party Li Brine Producer	55	213	5,655	230	352	33,000	NA*

3 rd Party Li Brine Project	261	5,131	5,131	60	2,574	50,000	791
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NOTE: Upper oxide material of 1,158 ppm Li was used as the feed stock. Material was put into solution and agitated for 2hrs at 50c. NA* data not publicly available.

KEY TAKEAWAYS:

- Pre stripping results show high levels of Li being put into solution while maintaining industry-low impurity levels.
- Based on current industry off the shelf technology, we should be able to process a concentration of 40% solids with off the shelf technology bringing our Li concentration in our synthetic brine solution to match the currently producing Li brine project above. This assumes we will be using material from the upper oxide horizon as feedstock and all the while maintaining industry-low impurity levels.

The next steps are set out in the Company's news release dated September 24, 2019.

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 September 24, 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) September 24, 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

V1Y 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 the news release of Enertopia Corporation providing final testing results 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 September 24, 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: September 24, 2019



Press Release #201912

FOR IMMEDIATE RELEASE

September 24, 2019

Enertopia Provides Final Testing Summary

Kelowna, BC—Enertopia Corporation (ENRT) on the OTCQB and (TOP) on the CSE (the "Company" or "Enertopia") is pleased to announce the following lithium project testing update.

The Company has completed final phase of solution testing, running pre-strip reagent testing to control impurity levels in the Upper Oxide and Reduced drilled horizons from our Clayton Valley, Nevada project.

The goal of these latest tests is to determine how various pH levels with different reagents impact the impurities in each claystone zone. We want to see if pre-stripping the impurities prior to making our synthetic brine is a viable option. This appears to be the case as the potential loss of lithium was below detection limits in all pre-stripping tests.

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Table 1 below showcases the low levels of impurities achieved in one of our completed pre stripping process tests compared to one currently producing Li brine project and one Li brine project currently being evaluated. Reduction of impurities in synthetic brine produced for processing is an essential element of process cost reduction.

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Lithium Comparisons	Project	B mg/l	Ca mg/l	K mg/l	Li mg/l	Mg	Na mg/l	Sr
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NOTE: Upper oxide material of 1,158 ppm Li was used as the feed stock. Material was put into solution and agitated for 2hrs at 50c. NA* data not publicly available.

KEY TAKEAWAYS:

- Pre stripping results show high levels of Li being put into solution while maintaining industry-low impurity levels.
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NEXT STEPS:

With the success in impurity removals and after discussions with current industry leading third parties the next phase of future testing will involve adsorption testing. This process will involve reducing contaminants while concentrating the amount of Li in final solution.

We continue to believe that the Lithium hosted claystone deposits in Nevada could become major sources of Lithium production in the 2020s and offer the USA a secure domestic supply of battery grade Lithium products.

Our pre-processing adjustments have demonstrated positive outcomes as contaminant minerals are greatly reduced allowing for a synthetic lithium brine that contains the fewest contaminants to be processed, as compared to any other Lithium project today.

The company's technical advisors believe the positive testing to date may warrant patent protection and thus the Company is keeping all internal data strictly confidential at this time. The Company has signed several NDA's with industry partners as it works to reach its goal of a low capex solution to battery grade lithium production.

“Our ongoing solution testing of the drilled lithium horizons continues to provide great insights and novel ways to strive for a low-cost mining and processing solution to unlock the potential value of the Lithium enriched claystone.” Stated CEO Robert McAllister

Due to the constrained availability for risk capital in the Lithium sector the Company is exploring strategic alternatives which may include without limitation the sale, lease or financing of certain assets of the Company. Additionally, the Company is also looking at a sale or merger or other business combinations such as joint ventures or other strategic alliances in the precious metals sector.

There can be no assurance that this process will result in the successful conclusion of any specific transaction. In accordance with its current and periodic reporting requirements, the Company will disclose further developments with respect to this process pursuant to such obligations.

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.

All assay results from the in-house synthetic lithium brine program were from ALS Labs from Vancouver, BC with ME-ICP14 and ME-ICP15 tests being run.

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 and that Enertopia will file for patent protection or Enertopia will be able to source sustaining capital. 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.