

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 12, 2020

ITEM 3. **News Release**

The Company disseminated a news release on February 13, 2020. 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 has signed a 1% Royalty agreement with respect to any future commercial lithium production from the Company's Clayton Valley, Nevada claims in exchange for \$200,000 USD. The Company is extremely pleased that it has completed this non-dilutive \$200,000 USD financing in its next step to move the project and other Company endeavor's forward.

The Company has a right of first refusal to repurchase the royalty upon any proposed sale by the royalty holder to a third party. There is no affiliate relationship between the Company and the royalty holder.

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 19, 2020

**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 12, 2020

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>000-51866</u> (Commission File Number)	<u>20-1970188</u> (IRS Employer Identification No.)
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<u>#22 1873 Spall Road, Kelowna, BC</u> (Address of principal executive offices)	<u>V1Y 4R2</u> (Zip Code)
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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	ENRT	OTC Markets

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 1.01 Entry into a Material Definitive Agreement.

Enertopia Corp. (“we”, “us”, “our”, the “Company”) has entered into a Net Smelter Returns Purchase Royalty Agreement dated February 11, 2020 pursuant to which it has granted a perpetual 1% net smelter returns royalty for its Lode and Placer claims located in Esmeralda county Nevada. The royalty holder paid \$200,000 on execution of the agreement in consideration of the royalty. Subject to the 1% royalty, the Company holds a 100% interest in the 160 acre property, which it originally staked on BLM lands in August, 2017.

Royalty payments will be payable annually within 60 days after each fiscal year during which any sales of treated minerals from the Esmeralda property have occurred. The royalty grants no working interest or right of possession, and imposes no transfer restriction, or duty of exploration, development, or production. The royalty holder will have a right to monitor the processing of minerals from the property. The Company has a right of first refusal to repurchase the royalty upon any proposed sale by the royalty holder to a third party. There is no affiliate relationship between the Company and the royalty holder.

Item 7.01 Regulation FD Disclosure

On February 13, 2020 the Company issued a news release, attached as exhibit 99.1, announcing the sale of the above described net smelter returns royalty.

Item 9.01 Financial Statements and Exhibits

99.1 News release dated February 13, 2020

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 McAllister
President and Director

February 19, 2020



Press Release #202002

FOR IMMEDIATE RELEASE

February 13, 2020

Enertopia Announces Royalty Sale and Next Steps Forward

Kelowna, BC—Enertopia Corporation (ENRT) on the OTC (the "Company" or "Enertopia") is pleased to announce the Company has concluded a Royalty agreement contract.

The Company has signed a 1% Royalty agreement with respect to any future commercial lithium production from the Company's Clayton Valley, Nevada claims in exchange for \$200,000 USD. The Company is extremely pleased that it has completed this non-dilutive \$200,000 USD financing in its next step to move the project and other Company endeavor's forward.

The Company has a right of first refusal to repurchase the royalty upon any proposed sale by the royalty holder to a third party. There is no affiliate relationship between the Company and the royalty holder.

The next step for the Company's lithium mining enterprise is to commission a 43-101 report so we can disclose to the marketplace the size and grade of the Company's lithium deposit at Clayton Valley, Nevada. After that, our plan is to resume leach testing by putting the lithium enriched claystone into solution, which allows us to create a purer lithium brine solution for further processing using Ion exchange (IX) resins.

Further to the Company's news release of February 11th, 2019, we continue to explore strategic business combinations, and are in early talks with respect to such joint ventures & strategic alliances in the clean energy marketplace. We will provide further details as discussions warrant.

The Company also reports that they have entered into a contractual agreement with Flathead Business Solutions for marketing, advertising, and social media communications. The marketing program is designed to provide improved visibility for the Company's current and planned operations.

"I am excited about today's news and we will continue to put news updates out as soon as possible as we move forward to reach our milestones", stated CEO & President Robert McAllister.

About Enertopia:

A Company focused on using modern technology on extracting lithium and verifying or sourcing other intellectual property in the EV and green technologies to build shareholder value.

Enertopia shares are quoted 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

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 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, or that current talks with respect to potential joint ventures or partnerships will result in definitive agreements. 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 OTC has not reviewed and does not accept responsibility for the adequacy or accuracy of this release