

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 26, 2020

ITEM 3. **News Release**

The Company disseminated a news release on February 26, 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**

Enertopia has appointed Clean Energy Veteran Mark Snyder to the Technological Advisory Board. Additionally, Mr. Snyder has been granted 2,000,000 options with an exercise price of \$0.02 per option with a term of two years in connection with his engagement.

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 26, 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 26, 2020

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

000-51866

(Commission File Number)

20-1970188

(IRS Employer
Identification No.)

1873 Spall Road, #22, Kelowna, BC Canada

(Address of principal executive offices)

V1Y 4R2

(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 3.02 Unregistered Sales of Equity Securities

On February 25, 2020, Enertopia Corporation ("Enertopia") granted 2,000,000 options to a technological advisory board member at an exercise price of \$0.02 per option for a period of two years.

Item 7.01 Regulation FD Disclosure

A copy of the news release of Enertopia Corporation announcing the appointment of Mark Snyder to the Technological Advisory Board 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 26, 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 G. McAllister

Robert G. McAllister
CEO, President and Director

Date: February 27, 2020



Press Release #202003

FOR IMMEDIATE RELEASE

February 26, 2020

Enertopia Appoints Clean Energy Veteran Mark Snyder to the Technological Advisory Board

Kelowna, BC—Enertopia Corporation (ENRT) on the OTC (the "Company" or "Enertopia"), an exploration and development company focused on employing modern technology to be able to produce battery-grade lithium carbonate from the company's lithium project in Clayton Valley, Nevada, the Company is pleased to announce the appointment of Mark Snyder to the Technological Advisory Board. Mr. Snyder has been active in the Clean Energy space for over 40 years with experience covering a wide range of activities across multiple clean energy industries. His expertise in new tech, process development, management of feasibility studies, engineering & management of construction, and operation of projects will be a great addition to the Enertopia Technological Advisory Board.

“Enertopia is extremely pleased to have Mark Snyder join our team. Mr. Snyder has over 40 years worth of experience in the Green/Cleantech space, which will be invaluable to Enertopia as we move forward not only on our current Lithium project, but also as we review potential acquisition targets or JV's in the burgeoning field of off-grid & micro-grid storage systems. Mr. Snyder's experience in Solar PV/ Solar Heating/ Water Purification, alongside his unique knowledge of Lithium and Lead acid battery storage is an invaluable addition to the growing Enertopia team.” Stated President and CEO of Enertopia, Robert McAllister.

“This is indeed an exciting time for Enertopia and I look forward to being a part of the team using my skill sets, such as Solar PV , Water Purification, Battery Storage, Battery Management ,Battery Recycling, New Advanced Battery Technology expertise in working with Enertopia in the clean energy sectors as our collective goal.” Stated Mr. Snyder

Additionally, Mr. Snyder has been granted 2,000,000 options with an exercise price of \$0.02 per option with a term of two years in connection with his engagement.

About Enertopia:

A Company focused on using modern technology for 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 under the ticker 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 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