

FORM 51-102F3
Material Change Report

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

Enertopia Corp. (the "Company" or "Enertopia")
1873 Spall Road, #18
Kelowna, BC V1Y 4R2

ITEM 2. **Date of Material Change**

January 14, 2021

ITEM 3. **News Release**

The Company disseminated a news release on January 14, 2021. 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 January 14, 2021, Enertopia closed \$180,000 from a Private Placement. Enertopia will be issuing 3,000,000 common shares at USD\$0.06 and 1,500,000 whole warrants that expire on January 14, 2022, with an exercise price of USD\$0.09 per whole warrant during the 12-month period. No finders' fees were paid with respect to this Private Placement.

Enertopia also provided the following updates:

Lithium Claystone Testing Update:

The Company is waiting for one new piece of additional test equipment for the next phase of solution testing. Once received, this will enable the Company to further analyze the patent potential of its synthetic solution process in a low CAPEX mining and processing scenario.

Solar Patent Technology Update:

On December 15th, 2020, the Company announced the acquisition of USPTO Patent #6,024,086, since that time the Company's Clean Energy advisors have been working to update the patent. The Company will provide further information once the updated patents pending have been filed.

ITEM 5. **Full Description of Material Change**

5.1 **Full Description of Material Change**

See attached Form 8-K with exhibit.

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 January 21, 2021

**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) January 14, 2021

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.)

#18 1873 Spall Road, Kelowna, BC	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))

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 3.02 Unregistered Sales of Equity Securities

On January 14, 2021, Enertopia Corp. ("we", "us", "our, the "Company") announced that is has closed \$180,000 from a Private Placement. Enertopia will be issuing 3,000,000 common shares at USD\$0.06 and 1,500,000 whole warrants that expire on January 14, 2022, with an exercise price of USD\$0.09 per whole warrant during the 12-month period. No finders' fees were paid with respect to this Private Placement.

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, additional technology, 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 7.01 Regulation FD Disclosure

On January 14, 2021, the Company issued a news release, attached as Exhibit 99.1, announcing the corporate update and closing of the Private Placement.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated January 14, 2021

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

January 21, 2021



Press Release #202101

FOR IMMEDIATE RELEASE

January 14, 2021

Enertopia Provides Corporate Update

Kelowna, BC—Enertopia Corporation (ENRT) on the OTC (the "Company" or "Enertopia") is pleased to announce it has closed \$180,000 from a Private Placement. Enertopia will be issuing 3,000,000 common shares at USD \$0.06 and 1,500,000 whole warrants that expire on January 14, 2022, with an exercise price of USD \$0.09 per whole warrant during the 12-month period.

No finders fees were paid with respect to this financing.

Lithium Claystone Testing Update:

The Company is waiting for one new piece of additional test equipment for the next phase of solution testing. Once received, this will enable the Company to further analyze the patent potential of its synthetic solution process in a low CAPEX mining and processing scenario.

Additionally, 2021 will also see renewed activity on our Clayton Valley lithium project as we continue to move the project forward. "Enertopia looks forward to expanding our modern technology to create a better way to mine and protect our environment. We are enthusiastic in becoming the leaders in this mining method," Stated President and CEO Robert McAllister

Solar Patent Technology Update:

On December 15th, 2020 The Company announced the acquisition of USPTO Patent #6,024,086, since that time The Company's Clean Energy advisors have been working to update the patent. The Company will provide further information once the updated patents pending have been filed.

Enertopia Corp. continues to review and test additional technologies as it works to make mining a more ESG friendly industry. The Company expects to announce additional patented & patent pending technologies in calendar year 2021 based on our due diligence and own testing research.

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, additional technology, 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.

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 1.888.ENRT201

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. There can be no assurance that patent #6,024,086 will have will a 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 OTC has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.