

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**

February 5, 2021

ITEM 3. **News Release**

The Company disseminated a news release on February 10, 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 February 5, 2021, Enertopia engaged four new consultants to provide clean energy consulting services, each on a one year contract and after one year on a month to month contract basis. In connection with the engagement of the consultants, Enertopia granted an aggregate amount of 400,000 stock options at an exercise price of US\$0.18 per share vesting immediately and exercisable for five years.

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 February 11, 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) February 5, 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 1.01 Entry into a Material Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

On February 5, 2021, Enertopia Corp. ("we", "us", "our, the "Company") entered into the following agreements:

1. Consulting agreement with Richard W. Smith of Proactive Technology International LLC pursuant to which Mr. Smith will provide clean energy consulting services to the Company. As additional compensation, the Company has granted Mr. Smith 100,000 stock options at a price of US\$0.18 per share, vesting immediately and exercisable for five years.
2. Consulting agreement with Paul Sandler pursuant to which Mr. Sandler will provide clean energy consulting services to the Company. As additional compensation, the Company has granted Mr. Sandler 100,000 stock options at a price of US\$0.18 per share, vesting immediately and exercisable for five years.
3. Consulting agreement with Bruce G. Schellinger of Southwest Wisconsin Enterprises LLC pursuant to which Mr. Schellinger will provide clean energy consulting services to the Company. As additional compensation, the Company has granted Mr. Schellinger 100,000 stock options at a price of US\$0.18 per share, vesting immediately and exercisable for five years.
4. Consulting agreement with Barry Brooks pursuant to which Mr. Brooks will provide clean energy consulting services to the Company. As additional compensation, the Company has granted Mr. Brooks 100,000 stock options at a price of US\$0.18 per share, vesting immediately and exercisable for five years.

All of the above listed consulting agreements are for an initial term of 12 months, continuing month to month thereafter and either party may terminate the agreement without cause by giving 60 days' prior notice. The stock options are governed by the Company's 2014 stock option plan registered on Form S-8 filed on January 25, 2021.

Item 7.01 Regulation FD Disclosure

On February 10, 2021, the Company issued a news release, attached as Exhibit 99.1, announcing its expansion into clean energy technology.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated February 10, 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

February 11, 2021



Press Release #202102

FOR IMMEDIATE RELEASE

February 10, 2021

Enertopia Further Expands Into Clean Energy Technology

Kelowna, BC—Enertopia Corporation (ENRT) on the OTC (the "Company" or "Enertopia") is pleased to announce it has engaged four new consultants as part of its expansion into clean energy technology.

As part of our commitment to a green, clean mining process, Enertopia is focusing these consultants' efforts on further developing and adapting our provisional [solar energy patent](#) that was acquired in December of 2020. The consultants' fields of expertise compromise battery technology, and energy efficiency; with the group expected to file an update to the heretofore mentioned patent within the next 30 days.

The consultants include Mr. Richard Smith, owner of Proactive Technology Inc. and holder of 14 separate patents in clean energy efficiency; Mr. Paul Sandler, a data expert with over two decades of experience working at IBM; Mr. Barry Brooks, who with over 50 years of engineering experience has developed dozens of energy efficient products & ventilation methods for commercial applications; and Mr. Bruce Schellinger, a 20 year industry expert in structure insulation who was instrumental in the state of Wisconsin's adoption of the P2000 insulation system.

“We are very excited to have assembled a team of clean energy veterans to move our provisional solar patent forward. Through our due diligence over the last year, we have determined that there are several multi-billion-dollar addressable market opportunities that we believe could be addressed. While we are not at liberty to discuss the specifics at this time, we will be able to provide more information in due course” Stated President and CEO Robert McAllister

Nevada Lithium Claims Update

The Company further announces that it will be applying for a right of way bonding permit on our BLM land for an environmental station. The environmental station will allow us to monitor wind, humidity, total solar radiation, precipitation and temperature at our 100% owned Clayton Valley, Nevada project. The data collection process will last one year and provide information that we plan on utilizing for moving forward our pilot plant design at our Li claystone project.

About Enertopia:

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

Enertopia shares are quoted in the United States under ticker 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. There can be no assurance that provisional patents will become patents. 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.