

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 25, 2022 and March 1, 2022

ITEM 3. **News Release**

The Company disseminated a news release on March 1, 2022. 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 25, 2022, the Company entered into a geological consulting agreement (the "**Consulting Agreement**") with Foster Wilson ("**Wilson**") whereby Wilson has located an acquisition opportunity for the Company (the "**Acquisition**") and the Company will pay to Wilson a consulting fee and 1,000,000 common shares of the Company. The Consulting Agreement shall automatically terminate on the closing or termination, as applicable, of the Acquisition.

On February 28, 2022, the Company issued 1,000,000 common shares at US\$0.04 per share to Wilson pursuant to the Consulting Agreement.

On March 1, 2022, the Company announced a 10x increase in lithium lode claim acreage. Enertopia has staked approximately 1,760 acres, covering 88 lode claims, prospective for Lithium Claystone in the Big Smoky Valley of western Nevada. Respective payments have been made to the County and BLM for the year ending August 31, 2022. Enertopia proudly owns 100% of the project, with no royalties payable. Full details are set out in the Company's news release dated March 1, 2022.

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

5.1 **Full Description of Material Change**

See attached Form 8-K.

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 March 2, 2022

**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 25, 2022

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u>	<u>000-51866</u>	<u>20-1970188</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<u>#18, 1873 Spall Road, Kelowna, BC</u>	<u>V1Y 4R2</u>
(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 25, 2022, Enertopia Corp. ("we", "us", "our, the "Company") entered into a geological consulting agreement (the "**Consulting Agreement**") with Foster Wilson ("**Wilson**") whereby Wilson has located an acquisition opportunity for the Company (the "**Acquisition**") and the Company will pay to Wilson a consulting fee

and 1,000,000 common shares of the Company. The Consulting Agreement shall automatically terminate on the closing or termination, as applicable, of the Acquisition.

On February 28, 2022, the Company issued 1,000,000 common shares at US\$0.04 per share to Wilson pursuant to the Consulting Agreement.

The 1,000,000 shares issued pursuant to the Consulting Agreement were issued to a U.S. resident pursuant to Rule 506 and/or section 4(a)(2) of the *United States Securities Act* of 1933.

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 March 1, 2022, Enertopia Corp. issued a news release, attached as Exhibit 99.1 announcing a 10x increase in lithium lode claim acreage.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated March 1, 2022

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

March 2, 2022



Enertopia Announces a 10x Increase in Lithium Lode Claim Acreage

Kelowna, British Columbia--(Newsfile Corp. – March 1, 2022) - **Enertopia Corporation** (OTCQB: ENRT) ("Enertopia" or the "Company") a company focused on building shareholder value through a combination of our Nevada Lithium claims, intellectual property, & patents in the green technology space, is very pleased to provide the following update.

Enertopia has staked approximately 1,760 acres, covering 88 lode claims, prospective for Lithium Claystone in the Big Smoky Valley of western Nevada. Respective payments have been made to the County and BLM for the year ending August 31, 2022. Enertopia proudly owns 100% of the project, with no royalties payable.

Property Drilling

Two samples from one location, which we are naming the West Tonopah Project, returned 570 and 620 ppm Lithium at near surface. These outcrops were primarily light greenish exposures of claystone, mudstone and volcanoclastic deposits forming part of a sequence of uplifted paleo-lake deposits on the flank of the basin. Based on these results we decided to bring in a man-portable drill.

The company then completed four shallow holes using a man-portable drill to try and intersect the lithium claystone horizon. The goal was to intersect Lithium claystone with values greater than 400 ppm used as a minimum threshold cut-off in a future 43-101 resource estimate, after a full-scale drilling program takes place. Due to the limitations of the capacity of the man-portable drill, the depth of the holes was limited to approximately 15 feet.

Drill Hole #1, which was drilled at the outcrop exposure of the 570 ppm Li sample reported above, intersected 12 feet of lithium claystone. The claystone was found from 2 feet below the surface to 14 feet below the surface (which was the end of hole), and had an average grade of 750 ppm Li, with the last 4 feet of the hole running at 860 ppm Li.

Drill Hole #3, which was drilled 3,600 feet due south from Drill Hole #1, intersected lithium claystone from the surface down to 14 feet in depth, with an average grade of 532 ppm Li. The highest-grade interval was from the surface down to 4 feet, which ran 730 ppm Li.

A breakdown of the two drill holes are provided in the table below:

Drill Hole #	Feet from surface	To in feet	Total thickness Li claystone	PPM Li	Comments
DH1	2.0	14.0	12.0	750	Avg grade for DH1
DH1 inc	2.0	6.0	4.0	700	
DH1 inc	6.0	10.0	4.0	690	
DH1 inc	10.0	14.0	4.0	860	End of Hole in Li claystone
DH3	0.0	14.0	14.0	532	Avg grade for DH3
DH3 inc	0.0	4.0	4.0	730	
DH3 inc	4.0	8.0	4.0	580	
DH3 inc	8.0	14.0	6.0	370	

The other fence of two drill holes did not intersect the Claystone horizon, but rather the Siebert tuff with values of Li running 200 to 270 ppm Li.

Exploration and Drilling Summary:

We are very pleased to have confirmed that the at-near surface Lithium claystone deposit spans over 3,600 feet, open both to the South and North of the recent drill holes & also to the West and East. We are also very encouraged that our best surface sample of 620 ppm Li was located over 300 feet north of DH1, and we still have 3,000 feet to our northern boundary of our claim block to explore.

Next Steps:

Enertopia consultant's will be on the project in early April for more detailed mapping, and to determine locations for the upcoming resource definition drilling program which will be focused between and around DH1 and DH3. Along with this resource defined drilling program, a concurrent second drill program will test the property for Lithium claystone where it could not be located at or near surface.

The upcoming drill program is made possible due to the agreement that we recently signed with Cypress Development, and is one of the key reasons we decided to monetize our Clayton Valley Project. As we look to accelerate the pace of corporate development, without any shareholder dilution, we recommend Enertopia shareholders vote in favor of the asset sale when they receive their proxy statements. "The Company is extremely pleased with this project as it exceeds all the internal parameters that the company had set out to achieve; lithium values at or near surface, a minimum of 400 ppm lithium, excellent roads, and power access close to Tonopah." stated President Robert McAllister

For additional project details please visit our website at <https://enertopia.com/>

Quality control and quality assurance:

All drilling samples were submitted to ALS Chemex Labs in Reno, Nev., for chemical analysis using (ME-ICP61).
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.

About Enertopia

Defines itself as an Environmental Solutions 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 on the OTC Markets 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 West Tonopah project will ultimately have a drill defined resource and if so that that resource will be economic. 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 OTCQB has not reviewed and does not accept responsibility for the adequacy or accuracy of this release.