

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**

March 16, 2022

ITEM 3. **News Release**

The Company disseminated a news release on March 16, 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 March 16, 2022, the Company announced an update on the upcoming special meeting of shareholders of the Company to be held on April 29, 2022 regarding the Clayton Valley asset sale.

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 March 18, 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) March 16, 2022

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.)
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#18, 1873 Spall Road, Kelowna, BC (Address of principal executive offices)	V1Y 4R2 (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 7.01 Regulation FD Disclosure

On March 16, 2022, Enertopia Corp. issued a news release, attached as Exhibit 99.1, providing an update on the upcoming special meeting of shareholders regarding the Clayton Valley asset sale.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated March 16, 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 18, 2022



Enertopia announces April 29th 2022 Special Meeting Date for Clayton Valley Asset Sale

Kelowna, British Columbia--(Newsfile Corp. – March 16, 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 pleased to provide the following update.

On February 24th, 2022 Enertopia Corp. & Cypress Development Corp. announced having entered into a definitive Purchase and Sale Agreement, dated February 23, 2022 (the "Agreement"), whereby Cypress Development Corp. will pay Enertopia \$1,100,000 USD dollars and 3,000,000 Cypress Development Corp. common shares, to purchase 100% of the Company's Clayton Valley lithium project. Enertopia received \$50,000 of the \$1.1 million on signing the definitive agreement. The closing remains subject to the customary approvals and closing conditions for such a transaction.

If completed, the sale of the Clayton Valley mineral claims will allow Enertopia to participate in the upside of Cypress Development Corp., company expects that as they continue to de-risk their claystone lithium project, the valuation of the Cypress shares Enertopia are set to receive will appreciate in value. Thus making the decision to consolidate the project into one general owner to be in the best interest of all stakeholders involved. On February 28th, 2022 Cypress Development announced the next major step in moving the project forward with Wood PLC and Global Resource Engineering (GRE) will be conducting the work required to complete a feasibility study in accordance with Canadian Securities National Instrument 43-101 report for the Clayton Valley lithium project located in Nevada, United States.

Board of Directors' Recommendations

The Agreement has been unanimously approved by the Enertopia Board of Directors, who recommend that Enertopia Shareholders vote in favour of the Agreement. The Agreement has also been unanimously approved by the Board of Directors of Cypress Development Corp.

Transaction Conditions & Timing

Full details of the transaction will be included in the proxy statement of Enertopia to be mailed to Enertopia Shareholders of record as of the close of business on March 25th 2022. The transaction will be subject to the approval of at least 50% of the votes cast by Enertopia Shareholders, at a special meeting of Enertopia Shareholders to be held on 29th of April 2022.

None of the securities to be issued pursuant to the transaction have been or will be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and any securities issuable in the Transaction are anticipated to be issued in reliance upon available exemptions from such registration requirements pursuant to applicable exemptions under securities laws. This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities.

Participants in Solicitation

The Company and its directors and executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from stockholders with respect to the matters to be voted upon at the special meeting. Information about the directors and executive

officers of the Company and their ownership in the Company will be included in the proxy statement filed with the SEC and the documents and information incorporated by reference therein. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the proxy statement and other relevant materials filed with the SEC. Stockholders can obtain free copies of the documents by accessing the SEC's and the Company's website as described herein.

For Enertopia this is not the end of our participation in the Lithium sector but the springboard for taking on a larger project that can now be funded internally.

"We are very excited about the next steps for Enertopia," stated President and CEO, Robert McAllister.

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 sale of the Clayton Valley project to Cypress Development Corp will close, or the value of any Cypress Development Corp. common shares that may be received. 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.