

ENERTOPIA CORP.
#18 1873 SPALL RD., KELOWNA, BRITISH
COLUMBIA, CANADA, V1Y 4R2

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 22, 2023**

Dear Stockholder:

Our annual meeting of stockholders will be held at Suite 501, 3292 Production Way, Burnaby, BC, Canada, V6C 3P1, at 10:00 a.m., local time, on **March 22, 2023** for the following purposes:

1. to elect Robert McAllister, Kevin Brown and John Nelson as directors to serve our company for the ensuing year and until their successors are elected;
2. to ratify Davidson & Company LLP our independent registered public accounting firm for the fiscal year ending August 31, 2023 and to allow directors to set the remuneration;
3. to approve an amendment to our Articles of Incorporation to increase the authorized number of shares of our common stock from 200,000,000 shares of common stock, par value \$0.001 to 500,000,000 shares of common stock, par value of \$0.001 per share (the "**Amendment**");
4. to conduct an advisory vote on the compensation of our company's Named Executive Officers (the "**Say-on-Pay Proposal**");
5. to approve the adoption of the Company's 2023 stock option plan; and
6. to transact such other business as may properly come before the Meeting or any adjournment of postponement thereof.

These items of business are more fully described in the proxy statement accompanying this notice.

Our board of directors has fixed the close of business on **February 15, 2023** as the record date for the determination of the stockholders entitled to notice of, and to vote at, the annual meeting or any adjournment thereof. Only the stockholders of record on the record date are entitled to vote at the annual meeting.

Whether or not you plan on attending the annual meeting, we ask that you vote by proxy by following instructions provided in the enclosed proxy card as promptly as possible. If your shares are held of record by a broker, bank, or other nominee, please follow the voting instruction sent to you by your broker, bank, or other nominee in order to vote your shares.

Even if you have voted by proxy, you may still vote in person if you attend the annual meeting. Please note, however, that if your shares are held of record by a broker, bank, or other nominee and you wish to vote at the annual meeting, you must obtain a valid proxy issued in your name from that record holder.

Sincerely,

By Order of the Board of Directors

Per: /s/Robert McAllister
Robert McAllister
Chairman of the Board
Date: February 16, 2023