

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 28, 2023

ITEM 3. **News Release**

The Company disseminated a news release on March 28, 2023. 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 22, 2023, Enertopia held its 2023 annual meeting of stockholders (the "Annual Meeting") at Suite 501, 3292 Production Way, Burnaby, BC, Canada. At the Annual Meeting, the Company's stockholders voted by proxy on (1) the election of the following individuals to the board of directors: Robert McAllister, Kevin Brown, John Nelson; (2) the ratification of the appointment of Davidson & Company LLP ("Davidson & Company") as the Company's independent registered public accounting firm for the year ending August 31, 2023; (3) approval of the increase in the Company's authorized share capital; (4) advisory vote on executive compensation; and (5) approval of the Company's 2023 stock option plan. All of the proposals that the Company recommended were approved by the stockholders of the Company who voted with the results set out in the Company's news release dated March 28, 2023.

On March 28, 2023, the Company announced a second update to its spring drilling program at West Tonopah lithium project.

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

5.1 **Full Description of Material Change**

See attached Form 8-K with exhibit attached.

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 31, 2023

**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 28, 2023

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 5.07 Submission of Matters to a Vote of Security Holders

Results of annual general meeting

On March 22, 2023, Enertopia Corp. ("Enertopia" or the "Company") held its 2023 annual meeting of stockholders (the "Annual Meeting") at Suite 501, 3292 Production Way, Burnaby, BC, Canada. At the Annual Meeting, the Company's stockholders voted by proxy on (1) the election of the following

individuals to the board of directors: Robert McAllister, Kevin Brown, John Nelson; (2) the ratification of the appointment of Davidson & Company LLP ("Davidson & Company") as the Company's independent registered public accounting firm for the year ending August 31, 2023; (3) approval of the increase in the Company's authorized share capital; (4) advisory vote on executive compensation; and (5) approval of the Company's 2023 stock option plan.

All of the proposals that the Company recommended were approved by the stockholders of the Company who voted with the results set out below:

Proposal	For	Against	Abstain
Director, ROBERT MCALLISTER	25,253,807	0	497,218
Director, KEVIN BROWN	25,262,578	0	488,477
Director, JOHN NELSON	25,235,603	0	515,422
Accounting firm: Davidson & Company LLP	57,594,864	634,328	0
Increase is authorized share capital to 500,000,000 shares of common stock, par value \$0.001	24,017,985	1,733,040	0
Advisory vote on compensation	23,755,426	1,994,599	1,000
Approval of Company's 2023 Stock Option Plan	24,277,562	1,473,463	0

Item 7.01 Regulation FD Disclosure

On March 28, 2023, the Company issued a news release announcing a second update to its spring drilling program at West Tonopah lithium project and the results of its annual general meeting held on March 22, 2023, attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated March 28 2023

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 31, 2023

Enertopia Announces Second Update to Spring Drilling Program at WT Lithium Project

Kelowna, British Columbia--(Newsfile Corp. – March 28, 2023) - **Enertopia Corporation** (OTCQB: ENRT) and (CSE: ENRT) ("Enertopia" or the "Company") a company focused on building shareholder value through a combination of our Nevada lithium claims, intellectual property, & pending patents in the green technology space, is very pleased to provide the following lithium project update.

We are happy to report that 273 drill samples for assay, from the first five completed drill holes, have been received by ALS labs in Reno, NV. The drill crew is back from their week off, and back drilling. The drill crew will have a short break for the Easter holiday season, and will then be back for the completion of the drill program, which is expected around the third week of April. The company will provide additional drilling summaries as the drilling program progresses.

It is gratifying that every hole in the 2023 drill program has intersected the green claystone horizon, which is host to the higher-grade green Lithium claystone horizon intersected in the 2022 drilling program. Drilling this year has increased the green claystone horizon from 120 feet in depth, to 295 feet in depth. Furthermore, a second claystone horizon has been drilled down to 400 feet in depth in our first drill hole of the year DH23-01.

Inaugural 43-101 report

Upon completion of the 2023 drilling program, the Company will commission the writing of an inaugural 43-101 report for the West Tonopah Project, which covers 1,760 acres.

Results of AGM held on March 22, 2023

All proposals that the Company had recommend, were approved by the shareholders who voted with the results below:

Proposal	For	Against	Abstain
Director, ROBERT MCALLISTER	25,253,807	0	497,218
Director, KEVIN BROWN	25,262,578	0	488,477
Director, JOHN NELSON	25,235,603	0	515,422
ACCOUNTING FIRM DAVIDSON & CO LLP	57,594,864	634,328	0
INCREASE AUTHORIZED SHARE CAPITAL	24,017,985	1,733,040	0
ADVISORY VOTE ON COMPENSATION	23,755,426	1,994,599	1,000
APPROVE THE COMPANY'S 2023 STOCK OPTION PLAN	24,277,562	1,473,463	0

“I am extremely pleased with our shareholder support, knowing that the hard work from prior years has set the stage for the next phase of corporate development as we look forward to a steady stream of news and advancements in 2023.” Stated President Robert McAllister.

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

The Qualified Person:

The technical data in this news release have been reviewed by Randy Henkle, 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 and Canada 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. There can be no assurance that the four pending patents will become patents and have 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 and CSE have not reviewed and does not accept responsibility for the adequacy or accuracy of this release.