

ENERTOPIA CORP.
#7 1873 SPALL RD., KELOWNA, BRITISH
COLUMBIA, CANADA, V1Y 4R2

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 17, 2024

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 **May 17, 2024** 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, 2024 and to allow directors to set the remuneration;
3. to approve a reverse stock split (consolidation) of our company's issued and outstanding common shares on basis of up to 20:1 (the "**Consolidation**");
4. to conduct an advisory vote on the compensation of our company's Named Executive Officers (the "Say-on-Pay Proposal"); and
5. 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 **April 10, 2024** 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