

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**

May 21, 2024

ITEM 3. **News Release**

The Company disseminated a news release on May 21, 2024. 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 May 17, 2024, Enertopia held its 2024 annual and special 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, 2024; (3) approval of the consolidation of the Company's issued and outstanding share capital; and (4) advisory vote on executive compensation. 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 May 21, 2024.

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 May 21, 2024

**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) May 21, 2024

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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#7, 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 and special meeting

On May 17, 2024, Enertopia Corp. ("Enertopia" or the "Company") held its 2024 annual and special 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, 2024; (3) approval of the consolidation of the Company's authorized share capital; and (4) advisory vote on executive compensation.

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 / Withheld
Director, ROBERT MCALLISTER	23,414,653	-	634,002
Director, KEVIN BROWN	22,823,162	-	952,493
Director, JOHN NELSON	22,829,862	-	945,793
Accounting firm: Davidson & Company LLP	53,282,866	1,072,075	-
Consolidation of the Company's issued and outstanding share capital	42,421,554	11,933,387	-
Advisory vote on compensation	21,309,866	2,465,789	-

Item 7.01 Regulation FD Disclosure

On May 21, 2024, Enertopia Corp. ("Enertopia" or the "Company") issued a news release providing its results of its AGM, attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated May 21, 2024

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

May 21, 2024

Enertopia Corporation Announces 2024 Annual and Special Meeting Results

Kelowna, British Columbia--(Newsfile Corp. – May 21, 2024) - **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, & patents in the green technology space, is pleased to provide the following update.

Enertopia held its Annual and Special Meeting of Shareholders ("AGM" or "the meeting") on May 17, 2024. During the business portion of the meeting, shareholders approved all resolutions brought forward, including voting in favour of the consolidation proposal of our issued and outstanding shares of common stock.

Voting results for all resolutions and advisory votes are below:

1. Proposal: Election of Directors

The three director nominees were elected. Votes were received as follows:

Nominee	Votes for	Percent	Withheld	Percent
Robert McAllister	23,141,653	97.33	634,002	2.67
Kevin Brown	22,823,162	96.00	952,493	4.00
John Nelson	22,829,862	96.02	945,793	3.98

2. Proposal: Appointment of Auditors

The appointment of Davidson & Company LLP as Enertopia's auditor was approved. Votes were received as follows:

Votes for	Percent	Against	Percent
53,282,866	98.03	1,072,075	1.97

3. Proposal: Consolidation of our issued and outstanding shares of common stock

The special resolution to approve the Company's share consolidation was approved. Votes were received as follows:

Votes for	Percent	Against	Percent
42,421,554	78.05	11,933,387	21.95

4. Proposal: Advisory Vote on Executive Compensation

The advisory vote to accept the Company's approach to executive compensation was supported by shareholders. Votes were received as follows:

Votes for	Percent	Against	Percent
21,309,866	89.63	2,465,789	10.37

“We appreciate the time and effort our shareholders took to vote. Your support is an integral part of our path forward. We look forward to providing technology and property updates over the coming weeks and months.” 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 listed for trading in Canada and quoted in the United States 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 mineral exploration 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 drilling will result in an economic deposit or have any positive impact on Enertopia. There can be no assurance that the three pending patents will become patents and will 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 Markets and the CSE have not reviewed and does not accept responsibility for the adequacy or accuracy of this release.