BRITISH COLUMBIA
ONTATRIO

FORM 51-102F3
MATERIAL CHANGE REPORT

Item 1. **Name and Address of Company**

State the full name of your company and the address of its principal office in Canada:

Enertopia Corp. (the "Company")
950 - 1130 West Pender Street
Vancouver, BC V6E 4A4

Item 2. **Date of Material Change**

April 23, 2012

Item 3. **News Release**

The Company did disseminate a news release through Newswire.ca on April 23, 2012. The Company announced the material change by filing a Form 8-K with the Securities and Exchange Commission on April 23, 2012.

Item 4. **Summary of Material Change**

On April 23, 2012, the Company issued a press release providing a message from the President for the first quarter 2012 update.

Full Description of Material Change

See attached Form 8-K.

Item 5. **Reliance on subsection 7.1(2) or (3) of National Instrument 51-102**

If this report is being filed on a confidential basis in reliance of subsection 7.1(2) or (3) of National Instrument 51-102, state the reasons for such reliance.

Not Applicable.

Item 6. **Omitted Information**

Not Applicable.

Item 7. **Executive Officer**

Give the name and business telephone number of an executive officer of your company who is knowledgeable about the material change and the Report, or the name of an officer through whom such executive officer may be contacted.

Please contact Robert McAllister, President of the Company, at 604.602.1633

Item 8. **Date of Report**

DATED April 23, 2012.

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): **April 23, 2012**

ENERTOPIA CORP.
(Exact name of registrant as specified in its charter)

Nevada	**000-51866**	**20-1970188**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

#950 – 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **(604) 602-1633**

(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 Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure

On April 23, 2012, the Company issued a press release providing a message from the President for the first quarter 2012 update.

A copy of the news release is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated April 23, 2012.

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.

Dated: April 23, 2012

Enertopia Corp.

By: ____*"Robert McAllister"*______
Robert G. McAllister
President and Director

Enertopia Corporation

PRESS RELEASE #201215 FOR IMMEDIATE RELEASE APRIL 23, 2012

MESSAGE FROM THE PRESIDENT 1st Qtr 2012 Update

Over the past 90 days Enertopia has accomplished significant achievements.

The Company is benefiting from the addition to our board of directors of a very experienced production engineer; and also the addition of two very skilled geological advisors. The company has also closed the $208,000 first tranche of its proposed $2.5 million financing.

The company is pleased to report that diamond drilling is now well underway on Enertopia's ROFR (Right of First Refusal Lands) which are adjacent to the company's 100% option lands at Mildred Peak Arizona. The main drilling target is the gold and silver bearing Jurassic meta conglomerate that has seen historic drilling. Interested parties should review our April 4th press release for further information on the importance of this drilling program.

During the next 90 days Enertopia intends to:

COPPER HILLS;

- Consulting Geologist Stefan Kruse will compile the historic data into a single data base.
- Submit notice of intent to the BLM and State of New Mexico for the drilling of 10 shallow 75m holes to test the silver & copper oxides at or near-surface, and the 3 deep diamond drill holes to 550m each to test the large buried sulphide targets revealed by the 2011 IP/Res survey.

MILDRED PEAK;

- Consulting Geologist Tony Gilman will compile the historic Mildred Peak data into a single data base.
- Review historic Mildred Peak diamond drill core that was never assayed for gold or silver and submit for assay all relevant intersections.
- Sampling and mapping program of known areas of mineralized Jurassic conglomerate and the main surface Argillite mineralized silver/copper areas.

Enertopia enters the second quarter well positioned to build on our many areas of progress during the past year. This, coupled with the potential for significant growth in the value of our exploration projects, provides for an exciting 2012 and beyond.

Robert McAllister
President

About Enertopia

Enertopia’s shares are quoted in Canada with symbol TOP and in the United States with the symbol ENRT. For additional information, please visit www.enertopia.com or call Robert McAllister, President, Enertopia Corporation at 1.250.765.6422