

# Enertopia Corporation

January 9, 2014

Canadian Securities Exchange  
BCE Place, TD Canada Trust Tower  
161 Bay Street, Suite 3850, P.O. Box 207  
Toronto, Ontario, M5J 2S1

Dear Sirs:

**RE: Receipt of Proceeds**

On December 23, 2013, the Issuer has completed its transaction of the private placement in two tranches. Issuing a total of 5,248,000 units at a price of CAD\$0.05 per unit for gross proceeds of \$262,400.

Each Unit to consist of one common share of the Issuer and one Share purchase warrant. Each Warrant will be exercisable into one further Share at a price of US\$0.10 per Warrant Share for a period of thirty-six (36) months following closing.

The Company paid \$10,140 in cash and 202,800 brokers warrants in connection with the private placement to Canaccord Genuity and Wolverton for broker commissions

Pursuant to section 2.7(a) of CNSX Policy 6, we confirm that the Issuer has received all proceeds in relation to the assignment interest.

Regards,

Enertopia Corp.

*“Robert McAllister”*

Per:  
Robert McAllister,  
Chairman/CEO

Enertopia Corp.  
950 - 1130 West Pender Street,  
Vancouver, BC, Canada V6E 4A4  
Phone 604.602.1675  
Fax 604.685.1602