

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Please complete the following:

Name of CNSX Issuer: Enertopia Corp.

Trading Symbol: TOP

Date: December 23, 2013

If this an updating or amending Notice: XYes No

If yes provide date(s) of prior Notices: ___November 8, 25, December 20___.

Issued and Outstanding Securities of Issuer Prior to Issuance: 46,612,415

Date of News Release Announcing Private Placement: November 11, 26, Dec 23

Closing Market Price on Day Preceding the Issuance of the News Release: US\$0.079
CAD\$0.08

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

| Full Name & Residential Address of Placee | Number of Securities Purchased or to be Purchased | Purchase price per Security (CDN\$) | Conversion Price (if Applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed | Payment Date(1) | Describe relationship to Issuer (2) |
|---|---|-------------------------------------|----------------------------------|----------------------|--|-------------------|-------------------------------------|
| JAT Metconsult Delta, BC | 300,000 | \$0.05 | \$0.05 | | | December 23, 2013 | Director |
| Sally Hollingsworth Winfield, BC | 50,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Dave Dawson Winfield, BC | 50,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |

| | | | | | | | |
|----------------------------------|-----------|--------|--------|--|--|----------------------|----------|
| Greg Dawson Chilliwack, BC | 100,000 | \$0.05 | \$0.05 | | | December 23, 2013 | Director |
| Barry Hodson Coquitlam, BC | 1,000,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Balram Moharaj Vancouver, BC | 52,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Cory Churchill Vancouver, BC | 100,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Neil McPowall Vancouver, BC | 20,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Rod Blake Vancouver, BC | 200,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Ian Woddrige Surrey, BC | 26,000 | \$0.05 | \$0.05 | | | December 20, 2013 | |
| Audie Stefanik Calgary, AB | 100,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Corey Klassen Saskatoon, SK | 218,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Robert Newton Arrington, VA | 200,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Brian Fagan Blaine, WA | 100,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| Dorothy Hoffert Vancouver, BC | 30,000 | \$0.05 | \$0.05 | | | December 23, 2013 | |
| | | | | | | | |

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

1. Total amount of funds to be raised: **2nd tranche closing of \$126,400, raise up to Maximum of US\$400,000 non-brokered placement. 1st Tranche closed was \$136,000**

2. Provide full details of the use of the proceeds. The disclosure should be

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sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material.

Proceeds of the private placement will be used for general working capital; and for acquisition into a private company for Medicinal Marijuana

3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:
4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities.

Not Applicable

5. Description of securities to be issued:

Option 1

- (a) Class **Common Shares**
- (b) Number **2,528,000**
- (c) Price per security **US\$0.05**
- (d) Voting rights _____

Option 2

- a) Class
- (b) Number
- (c) Price per security
- (d) Voting rights _____

6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:

Option 1

- (a) Number **2,528,000 plus 202,800 broker warrants**
- (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **2,528,000 plus 202,800 broker warrants**
- (c) Exercise price

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

(d) Expiry date **Three years from the date of issuance**

7. Provide the following information if debt securities are to be issued:

(a) Aggregate principal amount **Not applicable**

(b) Maturity date **Not applicable**

(c) Interest rate **Not applicable**

(d) Conversion terms **Not applicable**

(e) Default provisions **Not applicable**

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.): **Non-brokered, Broker commissions are up to 10% cash fee and up to 10% warrant fee.**

9. (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____

(b) Cash **\$10,140**_____ .

(c) Securities **202,800 broker warrants**_____ .

(d) Other _____ .

(e) Expiry date of any options, warrants etc. **December 23, 2016**_____ .

(f) Exercise price of any options, warrants etc. **\$0.10**_____ .

10. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship _____

Not applicable .

11. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).

Not applicable

12. State whether the private placement will result in a change of control.

Not applicable.

13. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders.

Not applicable

14. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by Multilateral Instrument 45-102..

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Not applicable.

2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: ___

Not applicable

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **Not applicable**

(a) Total aggregate consideration in Canadian dollars: _____ .

(b) Cash: _____ .

(c) Securities (including options, warrants etc.) and dollar value: _____
_____ .

(d) Other: _____ .

(e) Expiry date of options, warrants, etc. if any: _____ .

(f) Exercise price of options, warrants, etc. if any: _____ .

(g) Work commitments: _____ .

4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc).

Not applicable

5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____

Not applicable

6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: **Not applicable**

| Name of Party (If not an individual, name all insiders of the Party) | Number and Type of Securities to be Issued | Dollar value per Security (CDN\$) | Conversion price (if applicable) | Prospectus Exemption | No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party | Describe relationship to Issuer ⁽¹⁾ |
|--|--|-----------------------------------|----------------------------------|----------------------|---|--|
| | | | | | | |
| | | | | | | |

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: _____

Not applicable

8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **Not applicable**

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____

(b) Cash _____ .

(c) Securities _____ .

- (d) Other _____ .
- (e) Expiry date of any options, warrants etc. _____
- (f) Exercise price of any options, warrants etc. _____ .

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

Not applicable

10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months.

Not applicable

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance on behalf of the Issuer.
2. As of the date hereof there is not material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to CNSX that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all CNSX Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated December 23, 2013

Robert McAllister
Name of Director or Senior
Officer

"Robert McAllister"
Signature

Chairman/CEO

Official Capacity