

Enertopia Corp.  
Form 8-K  
April 03, 2014

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**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 1, 2014**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

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| <b><u>Nevada</u></b><br>(State or other jurisdiction<br>of incorporation)  | <b><u>000-51866</u></b><br>(Commission<br>File Number) | <b><u>20-1970188</u></b><br>(IRS Employer<br>Identification No.) |
| <b><u>#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4</u></b><br>(Address of principal executive offices) (Zip code) |  |  |

Registrant's telephone number, including area code: **(604) 602-1675**

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(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))
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**Item 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On April 1, 2014, the Company has decided to continue for another three months with Stuart Gray in the Social Media/Web Marketing Agreement. In consideration for the services the Company will pay the Provider Stuart Gray a monthly fee of \$5,000.

Upon execution of the Agreement, the Company issued 100,000 stock options. On April 14, 2011, the Company had adopted the 2011 Stock Option Plan. Based on this original Stock Option Plan, on April 3, 2014, the Company has granted 100,000 stock options to Stuart Gray, with respect to the Social Media/Web Marketing Agreement dated April 1, 2014. The exercise price of the stock options is \$0.72, 100,000 stock options vested immediately, expiring April 3, 2019.

On April 3, 2014, 1,293,500 warrants from previous private placements were exercised into 1,293,500 common shares of the Company for net proceeds of US\$177,950.

On April 3, 2014, the Company accepted and received gross proceeds from past consultant of the Company of US\$1,500 for the exercise of 25,000 stock options at an exercise price of \$0.06, into 25,000 common shares of the Company.

Proceeds of the options exercise and warrants exercise will be used for general working capital.

The Company issued the units seven (7) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a US person as such term is defined in Regulation S.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the options and agreement 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.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| <u>10.1</u>        | <u>Form of Stock Option Agreement dated April 3, 2014</u>       |
| <u>10.2</u>        | <u>Social Media/Web Marketing Agreement dated April 1, 2014</u> |
| <u>99.1</u>        | <u>Press Release dated April 3, 2014</u>                        |

**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 3, 2014

Enertopia Corp.

By:           *Robert McAllister*          

Robert G. McAllister  
President and Director

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