

Enertopia Corp.  
Form 8-K  
February 04, 2016

---

**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): **February 4, 2016**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

|  |  |  |
|--|--|--|
| <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**

\_\_\_\_\_  
(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 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On February 4, 2016, the Company's Board has appointed Olivier Vincent as an Advisor the Board of Directors and a consultant for a term of one year. The Company issued 100,000 common shares at a price of \$0.05 per share.

The Company issued 100,000 stock options. On July 15, 2014, the Company had adopted the 2014 Stock Option Plan. Based on this original Stock Option Plan, on February 4, 2016, the Company has granted 100,000 stock options to Olivier Vincent. The exercise price of the stock options is \$0.05, vested immediately, expiring February 4, 2021.

| Name and Position | Amount of stock options grant |
|-------------------|-------------------------------|
| Olivier Vincent   | 100,000                       |

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the appointment and options grant 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                                 |
|-------------|---|
| <u>10.1</u> | <u>Form of Stock Option Agreement</u>       |
| <u>10.2</u> | <u>Consulting Agreement</u>                 |
| <u>99.1</u> | <u>Press Release dated February 4, 2016</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: February 4, 2016

Enertopia Corp.

By: *Robert McAllister*  
 Robert G. McAllister  
 President and Director