

Enertopia Corp.  
Form 8-K  
January 31, 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): **January 31, 2014**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <b>Nevada</b><br>(State or other jurisdiction<br>of incorporation)  | <b>000-51866</b><br>(Commission<br>File Number) | <b>20-1970188</b><br>(IRS Employer<br>Identification No.) |
| <b>#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4</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 January 31, 2014, Enertopia closed the first tranche of a private placement of 4,292,000 units at a price of US\$0.10 per unit for gross proceeds of US\$429,200. Each Unit consists of one common share of the Company and one half (1/2) of one non-transferable Share purchase warrant (each whole warrant, a Warrant ). Each Warrant will be exercisable into one further Share (a Warrant Share ) at a price of US\$0.15 per Warrant Share for a period of twenty four (24) months following closing.

The Warrants are subject to an early acceleration provision pursuant to which, in the event that the Company's common shares at any time after 4 months and 1 day have elapsed from the closing of the Offering, as listed on a Principal Canadian Market – currently the Canadian Securities Exchange with symbol TOP, has been at or above CDN\$0.30 for a period of 20 consecutive trading days, the Company may, within five (5) days thereafter issue to the Subscribers a written notice advising of the accelerated expiry of the Warrants. Such written notice shall identify in reasonable detail the particulars of the acceleration event and identify the date (the "Warrant Accelerated Expiry Date") set for accelerated expiry, which in no event shall be less than 30 days after the mailing date of the written notice. For greater certainty, all Warrants shall expire and be of no further force or effect as of 4:30 pm (Pacific Time) on the Warrant Accelerated Expiry Date.

A cash finders' fee for \$29,616 and 296,160 full broker warrants that expire on January 31, 2016 with an exercise price of \$0.15 was paid to Canaccord Genuity, Leede Financial and Wolverton Securities.

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

The Company issued the units forty-five (45) 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 closing of the private placement 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.

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| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| <u>10.1</u>        | <u>Form of Subscription Agreement (1) for Private Placement closed on January 31, 2014</u> |
| <u>10.2</u>        | <u>Form of Offering Memorandum (1) for Private Placement closed on January 31, 2014</u>    |
| <u>10.3</u>        | <u>Form of Warrant Agreements (1) dated January 31, 2014</u>                               |
| <u>99.1</u>        | <u>Press Release announcing closing of Private Placement</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: January 31, 2014

Enertopia Corp.

By: Robert McAllister

Robert G. McAllister

President and Director

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