

Enertopia Corp.  
Form 8-K  
January 13, 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 13, 2014**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b><u>Nevada</u></b> (State or other jurisdiction of incorporation)	<b><u>000-51866</u></b> (Commission File Number)	<b><u>20-1970188</u></b> (IRS Employer Identification No.)
<b><u>#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4</u></b> (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 13, 2014, the Company entered into a corporate development agreement with Don Shaxon. The initial term of this agreement shall begin on the date of execution of this agreement and continue for twelve months. Thereafter the agreement will continue on a month-by-month basis pending cancelation by written notification with 30 days notice. In consideration for the services the Company will pay the Provider Don Shaxon a signing stock bonus of 250,000 common shares of the Company, one-time cash bonus of \$37,500 90 days after the commencement of the contract, and a monthly fee of \$3,500 plus \$500 in monthly expenses.

Upon execution of the Agreement, the Company granted 250,000 stock options. On April 14, 2011, the Company had adopted the 2011 Stock Option Plan. Based on this original Stock Option Plan, on January 13, 2014, the Company has granted 250,000 stock options to Don Shaxon with respect to the corporate development agreement dated January 13, 2014. The exercise price of the stock options is \$0.16, 250,000 stock options vested immediately, expiring January 13, 2019.

Upon execution of the corporate development agreement, the Company issued 250,000 common stock of the Company at a deemed price of \$0.16. The Company issued the unit one (1) non-US person 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.

**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.

Exhibit No.	Description
<u>10.1</u>	<u>Form of Stock Option Agreement</u>
<u>10.2</u>	<u>Corporate Development Agreement dated January 13, 2014</u>
<u>99.1</u>	<u>Press Release dated January 13, 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: January 13, 2014

Enertopia Corp.

By:  
Robert G. McAllister  
President and Director

*Robert McAllister*

