

Enertopia Corp.
Form 8-K
October 04, 2013

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): **October 4, 2013**

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

| | | |
|--|---|---|
| Nevada (State or other jurisdiction of incorporation) | 000-51866 (Commission File Number) | 20-1970188 (IRS Employer Identification No.) |
| <u>#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4</u> (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))
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Item 1.01 Entry into a Material Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

The Company has entered into a six month Consulting Agreement on October 4, 2013 with Olibri Acquisitions to provide the following services:

- (a) develop and maintain professional relationships for the Company which will allow the Company to effectively communicate with potential acquisition targets including but not limited to natural gas and crude oil producing properties.
- (b) assist in the locating and presenting of oil and gas exploration targets, lands, projects, partnering, etc, whether by email or web-links, through existing or new relationships, or by any other means; and
- (c) such other similar services that the Company and the Service Provider may mutually agree upon from time to time.

Upon execution of the Consulting Agreement, the Company issued 750,000 common stock of the Company to Stewart Briggs Smith at a deemed price of \$0.05. The Company issued the units to one (1) US persons pursuant to the exemption from registration provided for under Rule 506 of Regulation D, promulgated under the United States Securities Act 1933, as amended. Each of the subscribers represented that they were an accredited investor as such term is defined in Regulation D.

Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing the Consulting 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>Consulting Agreement dated October 4, 2013</u> |
| <u>99.1</u> | <u>Press Release dated October 4, 2013</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: October 4, 2013

Enertopia Corp.

By: Robert McAllister
Robert G. McAllister
President and Director