

Enertopia Corp.  
Form 8-K  
March 16, 2011

---

**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): **November 17, 2010**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b><u>Nevada</u></b>	<b><u>000-51866</u></b>	<b><u>20-1970188</u></b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(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) 602-1633**

\_\_\_\_\_  
(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 December 29, 2009, the Company had adopted the 2010 Equity Compensation Plan. Based on this original Stock Option Plan, on March 16, 2011, the Company has granted additional 150,000 stock options to an Advisor of the Company. The exercise price of the stock options is \$0.18, which are all vested on immediately and expires March 16, 2016.

The following are the recipients and the options granted:

Joe Sandberg	150,000
--------------	---------

On November 17, 2010 the Company entered into a month to month consulting agreement with Mr. Tom Ihrke, whereby Mr. Ihrke would act as the Senior Vice President, Business Development.

The Company settled the debt incurred as a result of that consulting agreement up to March 16, 2011, being US\$12,500, to Mr. Tom Ihrke by issuing 78,125 restricted common shares of the Company at a price of \$0.16 per share.

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 debt for settlement 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>Consulting Agreement Dated November 17, 2010</u>
<u>10.2</u>	<u>Debt Settlement Agreement dated March 16, 2011</u>
<u>10.3</u>	<u>Form of Stock Option Agreement</u>
<u>99.1</u>	<u>Press Release dated March 16, 2011</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: March 16, 2011

Enertopia Corp.

By: Robert McAllister  
 Robert G. McAllister  
 President and Director

ze="2">VAmount(A) or (D)Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
*(e.g., puts, calls, warrants, options, convertible securities)*

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Underlying Security (Instr. 3 and 4)
Stock Equivalent Units	\$ 0 <sup>(1)</sup>	12/31/2015		A	734	<sup>(1)</sup> <sup>(1)</sup>	Common shares	734 \$ 44

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TILTON GLENN F 100 ABBOTT PARK ROAD		X		

ABBOTT PARK, IL 60064-6400

## Signatures

John A. Berry, by Power of Attorney for Glenn F.  
Tilton

01/05/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Director fees credited to a stock equivalent unit account under a grantor trust established by the director and paid, in cash, generally at age 65 or upon retirement from the board. The stock equivalent units earn the same return as if the fees were invested in Abbott stock.
- (2) Balance includes stock equivalent units acquired pursuant to a dividend reinvestment feature.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.