Enertopia Corp. Form 3/A May 08, 2014

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Enertopia Corp. [ENRT] CHADWICK MATHEW T. (Month/Day/Year) 11/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 22308 DEWDNEY TRUNK RD. 04/28/2014 (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X__ 10% Owner Director Officer _X_ Form filed by One Reporting Other (give title below) (specify below) MAPLE RIDGE, A1Â V2X Form filed by More than One 3J2 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

Ownership Form:

4. Nature of Indirect Beneficial Ownership

Direct (D) or Indirect (I)

(Instr. 5)

(Instr. 5)

Shares of Common Stock 10,000,000 (1) (2) Ι by 0984329 BC Ltd.

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	rivative Security 2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

Shares

(I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHADWICK MATHEW T. 22308 DEWDNEY TRUNK RD. MAPLE RIDGE, A1Â V2X 3J2

ÂXÂ

Signatures

Mathew T. O5/08/2014

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This Amended Form 3 is being filed to reflect the correct filing date of Nov. 1, 2013 being the 1st requirement to file any insider report as a 10% holder only. Subsequently, the Reporting Person became a director and officer of the Issuer on Mar. 10, 2014.
- (2) Deemed price of \$0.04 per share. Issued in consideration for entering into a letter of intent between the Issuer and 0984329 BC Ltd.

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Remarks:

The filing of this statement shall not be deemed an admission that the Reporting Person is the be Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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