

Enertopia Corp.
Form 8-K
April 11, 2012

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): **April 10, 2012**

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

Nevada <i>(State or other jurisdiction of incorporation)</i>	000-51866 <i>(Commission File Number)</i>	20-1970188 <i>(IRS Employer Identification No.)</i>
#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4 <i>(Address of principal executive offices) (Zip code)</i>		

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))
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Item 1.01 Entry into a Material Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

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 November 30, 2011, being US\$9,375, to Mr. Tom Ihrke by issuing 93,750 restricted common shares of the Company at a price of \$0.10 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.

On April 14, 2011, the Company had adopted the 2011 Stock Option Plan. Based on this original Stock Option Plan, on April 10, 2012, the Company has granted additional 25,000 stock options to a consultant of the Company. The exercise price of the stock options is \$0.15 vesting immediately. The options will expire on April 10, 2017.

The following is the recipient of the options granted:

Lona Coates 25,000

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.

Exhibit No.	Description
<u>10.1</u>	<u>Debt Settlement Agreement dated April 10, 2012</u>
<u>10.2</u>	<u>Stock Option Agreement dated April 10, 2012</u>
<u>99.1</u>	<u>Press Release dated April 11, 2012</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: April 11, 2012

Enertopia Corp.

By: *Robert McAllister*

Robert G. McAllister

President and Director
