

Enertopia Corp.
Form 8-K
February 27, 2014

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): **February 27, 2014**

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.)

#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4

(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

On February 27, 2014, the Company signed a \$50,000 12 month marketing agreement with Agoracom payable in common shares of the Company. The first quarter payment is \$12,500, by issuing 54,347 common shares of the Company at a market price of \$0.23 per share. The following are the deliverables for the agreement:

- **10,000,000 Ads** Embedded Within AGORACOM.com Discussion Forums
- **4 Week Exclusive Sponsorship** AGORACOM.com Front Page
- **4 Week Exclusive Sponsorship** AGORACOM / YouTube Small-Cap TV
- **4 Week Exclusive Sponsorship** AGORACOM Twitter Account
- **4 Week Exclusive Sponsorship** AGORACOM Member Account Profiles
- **4 Skype / In Camera Interviews** Distributed Through Network, YouTube, iTunes and All Majors
- **3 Feature Webcasts** Powerpoint + Voice Over Presentation
- **12 Months Search Engine Awareness Program** Target Online Investors Via Google, Bing, Yahoo
- **Unlimited Front Page Featured News For All Material News, Updates, Events, etc.**
- **Unlimited News Flash For All Material News, Updates, Events, etc.**
- **Unlimited AGORACOM Webcast TV For All Material News, Updates, Events etc.**

On February 27, 2014, 585,000 warrants from previous private placements were exercised into 585,000 common shares of the Company for net proceeds of US\$115,000.

Proceeds of the private placement, options exercise and warrants exercise will be used for general working capital.

The Company issued the units eight (8) non-US persons 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.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

Item 7.01 Regulation FD Disclosure.

A copy of the news release announcing 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>Agreement with Agoracom dated February 27, 2014</u>
<u>99.1</u>	<u>Press Release dated February 27, 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: February 27, 2014

Enertopia Corp.

By: Robert McAllister

Robert G. McAllister

President and Director
