

Enertopia Corp.  
Form 8-K  
March 01, 2013

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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): **March 1, 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.)

**#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) 602-1633**

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(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 October 6, 2009 the Company entered into a month to month consulting agreement with Mr. Mark Snyder, whereby Mr. Snyder would act as the Chief Technical Officer and be paid a monthly fee of \$1,000. On March 1, 2013, the Company has entered into a month to month consulting agreement, which changes the monthly fee to \$10.

On March 1, 2013, the Company settled the debt incurred of \$16,000 from September 1, 2011 to February 28, 2013 for consulting fees with Mr. Mark Snyder by issuing 160,000 restricted common shares of the Company at a price of \$0.10 per share.

On March 1, 2013, the Company settled the Debt of **\$42,000** by reducing the Company's interest in GSWPS to 8.14% from its current 9.86% interest, and transferring this 1.72% interest to the GSWPS is prepared to accept such compensation in full satisfaction of the Debt.

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.

**Exhibit Description**

| <b>Exhibit No.</b> | <b>Description</b>                                   |
|--------------------|--|
| <u>10.1</u>        | <u>Consulting Agreement Dated March 1, 2013</u>      |
| <u>10.2</u>        | <u>Debt Settlement Agreement dated March 1, 2013</u> |
| <u>10.3</u>        | <u>GSWPS interest for Debt dated March 1, 2013</u>   |
| <u>99.1</u>        | <u>Press Release dated March 1, 2013</u>             |

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**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 1, 2013

Enertopia Corp.

By: Robert McAllister

Robert G. McAllister  
President and Director

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