

Enertopia Corp.  
Form 8-K  
January 31, 2017

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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): **January 31, 2017**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

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

Registrant's telephone number, including area code: **(604) 602-1675**

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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**

The Company issued 1,500,000 stock options. On July 15, 2014, the Company had adopted the 2014 Stock Option Plan. Based on this original Stock Option Plan, on January 31, 2017, the Company has granted 1,500,000 stock options to the list below. The exercise price of the stock options is \$0.07, vested immediately, expiring January 31, 2022.

| Name and Position | Amount of stock options grant |
|-------------------|-------------------------------|
| Peloton AG        | 1,500,000                     |

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 the options grant 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>Form of Stock Option Agreement</u>       |
| <u>99.1</u> | <u>Press Release dated January 31, 2017</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: January 31, 2017

Enertopia Corp.

By: Robert McAllister  
 Robert G. McAllister  
 President and Director