

Enertopia Corp.
Form 8-K
September 23, 2016

**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): **September 23, 2016**

ENERTOPIA CORP.

(Exact name of registrant as specified in its charter)

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

Item 1.01 Entry into a Material Definitive Agreement

Item 3.02 Unregistered Sales of Equity Securities

On September 23, 2016, Enertopia closed its final tranche of a private placement of 3,858,571 units at a price of CAD\$0.035 per unit for gross proceeds of US\$102,638, CAD\$135,050. Each Unit consists of one common share of the Company and full non-transferable Share purchase warrant (each whole warrant, a Warrant). Each Warrant will be exercisable into one further Share (a Warrant Share) at a price of US\$0.07 per Warrant Share at any time until the close of business on the day which is 24 months from the date of issue of the Warrant.

Proceeds of the private placement will be used for the Company s exploration projects, Lithium Brine recovery technology, continued exploration and general working capital.

The Company issued the unit eighteen (18) 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 Company issued the units 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.

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 closing of the private placement 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 Subscription Agreement (1) for Private Placement closed on September 23, 2016</u>
<u>10.2</u>	<u>Form of Warrant Agreements (1) dated September 23, 2016</u>
<u>99.1</u>	<u>Press Release announcing closing of Private Placement</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: September 23, 2016

Enertopia Corp.

By: Robert McAllister

Robert G. McAllister

President and Director