

Enertopia Corp.
Form 8-K
May 30, 2018

**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) **May 25, 2018**

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.)

156 Valleyview Road, Kelowna, BC Canada
(Address of principal executive offices)

V1X 3M4
(Zip Code)

Registrant's telephone number, including area code **(250) 765-6412**

N/A

(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 the Exchange Act (17 CFR 240.13e -4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b -2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.02 Unregistered Sales of Equity Securities

Enertopia Corp. ("Enertopia" or the "Company") has closed the final tranche of CAD \$148,200 for its Private Placement announced on April 16, 2018. Enertopia will be issuing 2,470,000 common shares at CAD\$0.06 and 2,470,000 whole warrants that expire on May 25, 2020, with an exercise price of USD \$0.075 during the 24 month period.

A cash finder's fee for CAD \$5,820 and 70,000 full broker warrants was paid to third parties. All full broker warrants expire on May 25, 2020 with the same exercise terms as noted above.

All issued shares will be subject to a hold period, for any resale into the United States under Rule 144, of six months and one day. Proceeds of the Private Placement will be used for continued Lithium Brine division development, project development and general working capital. The Private Placement will be subject to normal regulatory approvals.

The securities referred to herein will not be or 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.

On May 28, 2018, Enertopia announced it has engaged FronTier Flex Marketing ("FronTier"). FronTier is an investor relations group with a home office in Toronto, Canada. FronTier will assist the Company by increasing market awareness for the company using a number of financial market communications initiatives, including facilitating in-person introductions for the company with institutional and retail brokers in Toronto and other financial capitals, and through media distribution on national television, radio and multiple on-line channels.

Under the terms of the engagement, FronTier has been retained for a 9-month period at \$66,000 (plus applicable sales tax) per the contract extension plus direct expenses. The Company will also grant 300,000 stock options to FronTier and 250,000 stock options to a consultant of the Company at an exercise price of 7 cents USD expiring 5 years from the date of grant.

Item 7.01 Regulation FD Disclosure

A copy of the news release announcing that Enertopia has closed the final tranche of CAD \$148,200 for its Private Placement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

A copy of the news release announcing that Enertopia has engaged FronTier Flex Marketing is filed as exhibit 99.2 to this current report and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

99.1 Press Release dated May 25, 2018

99.2 Press Release dated May 28, 2018

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.

ENERTOPIA CORP.

/s/ Robert McAllister

Robert G. McAllister

CEO, President and Director

Date: May 29, 2018
