

Enertopia Corp.
Form 4
May 29, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHADWICK MATHEW T.

(Last) (First) (Middle)
22308 DEWDNEY TRUNK RD.

(Street)

MAPLE RIDGE, A1 V2X 3J2

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Enertopia Corp. [ENRT]

3. Date of Earliest Transaction (Month/Day/Year)
05/27/2014

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. VP of Marihuana Operations

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|---------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Shares of Common Stock | 05/27/2014 | | S | | 39,500 | D | \$ 0.1564 (1) | 15,700,500 I by 0984329 BC Ltd. |
| Shares of Common Stock | 05/27/2014 | | S | | 80,000 | D | \$ 0.1656 (1) | 15,620,500 I by 0984329 BC Ltd. |
| Shares of Common Stock | 05/27/2014 | | S | | 193,500 | D | \$ 0.1702 (1) | 15,427,000 I by 0984329 BC Ltd. |
| Shares of Common | 05/27/2014 | | S | | 12,000 | D | \$ 0.1794 | 15,415,000 I by 0984329 |

Remarks:

The filing of this statement shall not be deemed an admission that the Reporting Person is the beneficial owner of any of the e

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