

Enertopia Corp.
Form 4/A
May 08, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
11/04/2013

4. If Amendment, Date Original Filed (Month/Day/Year)
05/08/2014

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior VP Marijuana 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			
Common Shares	11/04/2013		J(1)		10,000,000	A	\$ 0.04	10,000,000	I	Mathew Chadwick is the owner of 0984321 BC Ltd.
Common Shares	01/16/2014		J(2)		5,000,000	A	\$ 0.185	15,000,000	I	Mathew Chadwick is the owner of 0984321 BC Ltd.

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- (1) Issued pursuant to the signing of a Letter of Intent dated November 4, 2013
- (2) Issued pursuant to the signing of a Joint Venture Agreement dated January 16, 2014
- (3) Issued as payment pursuant to the Joint Venture Agreement

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.