

Enertopia Corp.  
Form 8-K  
January 09, 2012

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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 6, 2012**

**ENERTOPIA CORP.**

*(Exact name of registrant as specified in its charter)*

<b>Nevada</b> <i>(State or other jurisdiction of incorporation)</i>	<b>000-51866</b> <i>(Commission File Number)</i>	<b>20-1970188</b> <i>(IRS Employer Identification No.)</i>
<b>#950 1130 West Pender Street, Vancouver, British Columbia, Canada</b> <i>(Address of principal executive offices)</i>	<b>V6E 4A4</b> <i>(Zip Code)</i>	
<i>Registrant's telephone number, including area code (604) 602-1675</i>		

**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))
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**Item 1.01 Entry into a Material Definitive Agreement**

Enertopia Corp. ( the Company , we , us ) holds 499,893 units in the capital of Lexaria Corp., a Nevada corporation. Each unit consists of one common share and one share purchase warrant. Each share purchase warrant is exercisable into one common share until May 31, 2012 at a price of US\$0.20 per common share.

On January 6, 2012, the entered into a share purchase agreement (the Agreement ) with Robert Riley. The Company has agreed sell to Robert Riley, and Robert Riley has agreed to purchase from the Company, 250,000 units of Lexaria Corp. at a purchase price of US\$0.15 per unit, for a total of US\$37,500.

In addition, pursuant to the terms of the Agreement, Robert Riley will have an option, at his sole discretion, to pay US\$0.15 per unit or approximately US\$62,473.25 on or before March 2, 2012, to purchase the remaining 249,893 units of Lexaria Corp.

**Item 9.01 Financial Statements and Exhibits**

10.1 Share Purchase and Exchange Agreement dated January 6, 2012

**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 McAllister  
President and Director

January 6, 2012

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