

Enertopia Corp.
Form 4
April 25, 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 *
Thomas John Alan

(Last) (First) (Middle)
5766 GOLDENROD CRESCENT
(Street)

DELTA, A1 V4L 2G6

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/19/2012

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)

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 | | P | | 20,000 | A | \$ 0.05 |
| Common Shares | 12/23/2013 | | P | | 300,000 | A | \$ 0.05 |
| Common Shares | 02/05/2014 | | P | | 20,000 | D | \$ 0.4 |
| Common Shares | 02/13/2014 | | P | | 100,000 | A | \$ 0.1 |

JAT
Metconsult
Ltd. is
wholly
owned by
John
Thomas

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| | | | | | | | | |
|---------------|------------|--|---|--------|---|---------|---------|--|
| Common Shares | | | | | | | | JAT Metconsult Ltd. is wholly owned by John Thomas |
| Common Shares | 02/13/2014 | | P | 50,000 | A | \$ 0.6 | 450,000 | D |
| Common Shares | 03/12/2014 | | P | 50,000 | A | \$ 0.15 | 500,000 | D |
| Common Shares | 03/17/2014 | | P | 50,000 | D | \$ 0.62 | 450,000 | D |
| Common Shares | 04/17/2014 | | P | 50,000 | A | \$ 0.15 | 500,000 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Options | \$ 0.15 | | | | | 03/19/2012 ⁽¹⁾ | 03/19/2017 | Common Shares |
| Options | \$ 0.06 | | | | | 11/05/2013 | 11/05/2018 | Common Shares |
| Warrants | \$ 0.1 | 12/23/2013 | | P | 300,000 | 12/23/2013 | 12/23/2016 | Common Shares |
| Warrants | \$ 0.15 | 02/13/2014 | | P | 50,000 | 02/13/2014 | 02/13/2016 | Common Shares |

| | | | | | | | |
|---------|---------|------------|---|--------|------------|------------|---------------|
| Options | \$ 0.06 | 02/13/2014 | P | 50,000 | 11/05/2013 | 11/05/2018 | Common Shares |
| Options | \$ 0.15 | 03/12/2014 | P | 50,000 | 03/19/2012 | 03/19/2017 | Common Shares |
| Options | \$ 0.15 | 04/17/2014 | P | 50,000 | 03/19/2012 | 03/19/2017 | Common Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thomas John Alan 5766 GOLDENROD CRESCENT DELTA, A1 V4L 2G6 | | X | | |

Signatures

John Thomas 04/25/2014
 __Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) 125,000 options exercisable on 03/19/2012 and 125,000 options exercisable on 08/15/2012

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.