

Enertopia Corp.
Form 3/A
May 08, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CHADWICK MATHEW T. | | | (Month/Day/Year) | Enertopia Corp. [ENRT] | |
| (Last) | (First) | (Middle) | 11/01/2013 | 4. Relationship of Reporting Person(s) to Issuer | |
| 22308 DEWDNEY TRUNK RD. | | | | (Check all applicable) | |
| (Street) | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| MAPLE RIDGE,Â A1Â V2X | | | | 04/28/2014 | |
| 3J2 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | _X_ Form filed by One Reporting Person | |
| | | | | ___ Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Shares of Common Stock | 10,000,000 ⁽¹⁾ ⁽²⁾ | I | by 0984329 BC Ltd. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

Shares

(I)
(Instr. 5)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CHADWICK MATHEW T. 22308 DEWDNEY TRUNK RD. MAPLE RIDGE, A1 V2X 3J2 | ^ | ^ X | ^ | ^ |

Signatures

Mathew T.
Chadwick

05/08/2014

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This Amended Form 3 is being filed to reflect the correct filing date of Nov. 1, 2013 being the 1st requirement to file any insider report as a 10% holder only. Subsequently, the Reporting Person became a director and officer of the Issuer on Mar. 10, 2014.
- (2) Deemed price of \$0.04 per share. Issued in consideration for entering into a letter of intent between the Issuer and 0984329 BC Ltd.

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Remarks:

The filing of this statement shall not be deemed an admission that the Reporting Person is the b

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.