

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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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)  
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)
Shares of Common Stock	05/27/2014		S		80,000	D	\$ 0.1656 (1)
Shares of Common Stock	05/27/2014		S		193,500	D	\$ 0.1702 (1)
Shares of Common	05/27/2014		S		12,000	D	\$ 0.1794



**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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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