



**ITEM 8.01 Other  
Events**

On June 11, 2015, Solitario Exploration & Royalty Corp. (the “Company”), announced that the Company, Ely Gold & Minerals Inc. (“Ely Gold”), and DHI Minerals (U.S.) Ltd. (“DHI US”) entered into a Membership Interest Purchase Agreement (the “MIPA”) with Waterton Nevada Splitter, LLC, a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman, LP. Pursuant to the MIPA, the Company and DHI US will each sell the membership interest owned by it in Mt. Hamilton LLC, a Nevada limited liability company (“MH-LLC”), for aggregate consideration of US\$30,000,000 (the “Transaction”). MH-LLC owns all of the rights and assets related to the Mt. Hamilton gold project located in White Pine County, Nevada. A copy of the press release announcing the Transaction is attached as Exhibit 99.1

**FINANCIAL STATEMENTS AND EXHIBITS**

**ITEM 9.01**

Exhibits    Exhibit Description

99.1            Company Press Release dated June 11, 2015

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

June 11, 2015

Solitario Exploration & Royalty Corp.

By: /s/ James R. Maronick

James R. Maronick, Chief Financial Officer