



**ITEM 8.01 Other Events**

On February 28, 2014 Solitario Exploration & Royalty Corp. (“Solitario”) issued a press release that Solitario has closed its previously announced sale of shares of Solitario common stock in a private placement conducted by Solitario (the “Offering”). In total, Solitario sold 1,600,000 shares of common stock (the “Shares”) at US \$1.05 per share for aggregate consideration of \$1,680,000 in the Offering. Solitario paid a placement agent a placement fee of \$50,000 for the sale effected to the single Canadian investor that participated in the Offering.

The Shares have not been registered under the Securities Act of 1933, as amended (the “1933 Act”) and all offers and sales of the Shares effected within the United States or to U.S. persons Solitario relied on the exemptions from registration set forth in Section 4(a)(2) of the 1933 Act and Rule 506(b) promulgated thereunder. In connection with such offers and sales Solitario: (i) did not engage in any public advertising or general solicitation in connection with the Offering; (ii) reasonably

believed that each investor was sophisticated and an “accredited investor” as defined in Rule 501(a) promulgated under the 1933 Act and understood the risks of acquiring the Shares; and (iii) believed that each investor is acquiring the Shares for investment purposes. The offer and sale of 1,000,000 of the Shares to a single Canadian investor in the Offering was effected outside the United States pursuant to Regulation S promulgated under the 1933 Act. No officers, directors or other affiliates of Solitario participated in the Offering.

The closing of the Offering was subject to the approval of the NYSE MKT and the Toronto Stock Exchange. This current report on Form 8-K is being filed pursuant to and in accordance with Rule 135c of the 1933 Act.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibits**      **Exhibit Description**

99.1      Press Release dated February 28, 2014 announcing closing of the previously announced \$1,680,000 private placement

**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.

March 3, 2014

Solitario Exploration & Royalty Corp.

By: /s/ James R. Maronick  
James R. Maronick, Chief Financial Officer