

ITEM 1.01 Entry into a Material Definitive Agreement

On August 5, 2015 Solitario Exploration & Royalty Corp. (“Solitario”) entered into a loan extension agreement the (“Loan Extension Agreement”) with RMB Australia Holdings Limited (“RMBAH”) to extend the maturity date of its US\$5.0 million secured loan pursuant to a credit facility agreement (the “Facility”) dated August 10, 2012. The maturity date of the Facility was extended to September 30, 2015 to allow for additional time that may be necessary to close the previously announced sale (see Solitario’s current report filed on Form 8-K dated June 12, 2015) of Solitario’s 80% membership interest in the Mt. Hamilton project to Waterton Nevada Splitter, LLC, a wholly-owned subsidiary of Waterton Precious Metals Fund II Cayman, LP. All other terms of the Facility remain the same.

In consideration for the extension of the maturity date, Solitario agreed to pay RMBAH an extension fee of US\$50,000 and entered into an amendment dated August 5, 2015 to the 1,624,748 warrants issued to RMBAH in August 2012 in connection with the Facility (the “RMB Warrants”) to extend the expiration date of the RMB Warrants to August 21, 2016, subject to regulatory approval. All other terms of the RMB Warrants remain the same.

**FINANCIAL
STATEMENTS**

ITEM 9.01 AND EXHIBITS

| <u>Exhibits</u> | <u>Exhibit Description</u> |
|-----------------|---|
| 10.1 | Loan Extension Amendment between Solitario Exploration & Royalty Corp. and RMB Australia Holdings Limited dated August 5, 2015. |
| 10.2 | |

Warrant
Amendment
between
Solitario
Exploration
& Royalty
Corp. and
RMB
Australia
Holdings
Limited
dated
August 5,
2015.

99.1

Press release
of Solitario
Exploration
& Royalty
Corp. dated
August 6,
2015.

2

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.

August 10, 2015

Solitario Exploration & Royalty Corp.

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