



**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 24, 2015, the following persons who constitute “Named Executive Officers” of Solitario Exploration & Royalty Corp. (“Solitario”) voluntarily agreed to cancel options held by such persons pursuant to the Solitario Resources Corporation 2006 Stock Option Incentive Plan (the “2006 Plan”) and the 2013 Solitario Exploration and Royalty Corp Omnibus Stock and Incentive Plan (the “2013 Plan”) in order to allow Solitario to have additional financial flexibility.

<u>Named Executive Officer</u>	<u>Plan</u>	<u>Options</u>	<u>Exercise Price</u>	<u>Expiration Date</u>
Christopher E. Herald	2006 Plan	25,000	Cdn\$1.49	12/16/17
	2006 Plan	420,000	Cdn\$1.60	08/14/19
	2013 Plan	300,000	US\$0.94	10/21/18
James R. Maronick	2006 Plan	20,000	Cdn\$1.49	12/16/17
	2006 Plan	290,000	Cdn\$1.60	08/14/19
	2013 Plan	200,000	US\$0.94	10/21/18
Walter H. Hunt	2006 Plan	20,000	Cdn\$1.49	12/16/17
	2006 Plan	310,000	Cdn\$1.60	08/14/19
	2013 Plan	220,000	US\$0.94	10/21/18

No consideration was given to, or received by any Named Executive Officer to cancel the above awards.

**Item 8.01. Other Events**

In addition, other holders of an aggregate of 95,000 options from the 2006 Plan with an exercise price of Cdn\$1.49 per share scheduled to expire on December 16, 2017, and holders of an aggregate of 810,000 options from the 2006 Plan with an exercise price of Cdn\$1.49 per share scheduled to expire on August 14, 2019 (for a total of 1,990,000 options from the 2006 Plan) also voluntarily agreed to cancel such options on November 24, 2015.

Other holders of an aggregate of 530,000 options from the 2013 Plan with an exercise price of US\$0.94 per share scheduled to expire on October 21, 2018 (for a total of 1,250,000 options from the 2013 Plan) also voluntarily agreed to cancel options on November 24, 2015.

No consideration was given to, or received by the other holders to cancel their awards.

**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.

November 24, 2015

Solitario Exploration & Royalty Corp.

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