

SOLITARIO EXPLORATION & ROYALTY CORP.

Form 8-K

February 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 24, 2012**

**SOLITARIO EXPLORATION & ROYALTY CORP.**

(Exact name of registrant as specified in its charter)

**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**001-32978**  
(Commission  
File Number)

**84-1285791**  
(I.R.S. Employer  
Identification No.)

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4251 Kipling Street, Suite 390

Wheat Ridge, CO 80033

(Address of principal executive offices)

Registrant's telephone number, including area code: (303) 534-1030

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 7.01 Regulation FD Disclosure**

On February 24, 2012, Solitario Exploration & Royalty Corp. (Solitario) filed the attached technical report entitled NI 43-101 Technical Report on Resources and Reserves, Mt. Hamilton Gold Project - Centennial Deposit, White Pine County, Nevada dated February 22, 2012 (the Report) with securities regulatory authorities in Canada. It is hereby furnished to, not filed with, the Securities Exchange Commission (the SEC) on Form 8-K to satisfy Solitario's public disclosure obligations under Regulation FD of the Securities Exchange Act of 1934.

The Report was prepared in accordance with National Instrument 43-101 of the Canadian Securities Administrators (NI 43-101) by SRK Consultants (US), Inc (SRK). The following individuals are listed as a Qualified Person as defined by NI 43-101 for the preparation of the Report:

J. Pennington, (SRK) C.P.G., MSc.

Richard DeLong, MS, PG, RG, CEM (Enviroscientists)

Frank Daviess, (SRK), MAusIMM, Registered SME

Herb Osborne, (SRK Associate), P.E.

Joanna Poeck, (SRK), B. Eng., MMSA

Kent Hartley (SRK) P.E. Mining, SME, BSc

Mike Levy (SRK), P.E, P.G.

Evan Nikirk (SRK), P.E., MSc.

As a company listed on the Toronto Stock Exchange and a reporting issuer under Canadian securities laws, Solitario is required to prepare its technical reports in accordance with the policies of NI 43-101, the Canadian securities laws and the rules of the Toronto Stock Exchange.

All mineral resources in the Report have been estimated in accordance with the definition standards on mineral resources and mineral reserves of the Canadian Institute of Mining, Metallurgy and Petroleum referred to in NI 43-101. U.S. reporting requirements for disclosure of mineral properties are governed by the SEC Industry Guide 7 (Guide 7). NI 43-101 and Guide 7 standards are substantially different. The terms mineral reserve, proven mineral reserve and probable mineral reserve are Canadian mining terms as defined in accordance with NI 43-101. These definitions differ from the definitions in Guide 7. Under Guide 7 standards, a final or bankable feasibility study is required to report reserves, the three-year historical average price is used in any reserve or cash flow analysis to designate reserves and the primary environmental analysis or report must be filed with the appropriate governmental authority.

The Report uses the terms mineral resource, measured mineral resource, indicated mineral resource and inferred mineral resource. These terms are defined in and required to be disclosed by NI 43-101; however, these terms are not defined terms under Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves. Inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of contained pounds in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute reserves by SEC standards as in place tonnage and grade without reference to unit measures.

On February 22, 2012, the Solitario also issued the attached press release relating to the Report.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

Exhibits            Exhibit Description

The following Exhibits relating to Item 7.01 are intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

- 99.1    NI 43-101 Technical Report on Resources and Reserves, Mt. Hamilton Gold Project - Centennial Deposit, White Pine County, Nevada dated February 22, 2012
- 99.2    Press Release of Solitario Exploration & Royalty Corp. dated February 22, 2012

**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.

February 24, 2012

Solitario Exploration & Royalty Corp.

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