



**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On June 17, 2014 we held our Annual Meeting of Shareholders at which the following four matters were submitted to a vote of security holders:

**a) Election of Directors.** Five directors were elected to serve until the next Annual Meeting of Shareholders or until their successors are elected and qualified with each director receiving the votes below:

<u>Name</u>	<u>Number of Shares</u>			
	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Brian Labadie	21,726,541	88,156	64,465	9,504,628
Mark E. Jones, III	20,452,650	514,026	912,486	9,504,628
John Hainey	21,721,656	90,046	67,460	9,504,628
Leonard Harris	20,004,812	949,480	924,870	9,504,628
Christopher E. Herald	21,708,011	90,191	80,960	9,504,628

**b) Advisory Vote on Executive Compensation.** The Shareholders approved the following resolution with 20,538,849 shares voting for, 1,278,746 shares voting against, 65,067 shares abstaining, and 9,501,128 Broker Non-Votes:

**“RESOLVED THAT:** Solitario shareholders approve the compensation of Solitario’s named executive officers, as disclosed in the Company’s proxy statement, dated April 29, 2014, pursuant to the compensation disclosure rules of the Securities and Exchange Commission set forth in Item 402 of Regulation S-K, including, but not limited to, the Compensation Discussion and Analysis, the compensation tables, and any related material disclosed in the proxy statement for the 2014 annual general meeting.”

**c) Appointment of Auditors.** The appointment of EKS&H LLLC as our auditors for fiscal year 2014 was ratified with 30,044,264 shares voting for, 98,179 shares voting against, 237,821 shares abstaining, and 3,526 Non-Votes.



**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 17, 2014

Solitario Exploration & Royalty Corp.

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