

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 10-Q

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

For the quarterly period ended September 30, 2024

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

For the transition period from _____ to _____

Commission File Number: 001-08429



THUNDER MOUNTAIN GOLD, INC.

(Exact name of Registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

91-1031015

(IRS identification No.)

11770 W President Dr. STE F

Boise, Idaho

(Address of Principal Executive Offices)

83713-8986

(Zip Code)

(208) 658-1037

(Registrant's Telephone Number, including Area Code)

Securities registered pursuant to Section 12(g) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, \$0.001 par value	THMG THM	OTCQB TSX-V

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ Yes ☐ No

Indicate by check mark whether the Registrant is ☐ a large accelerated filer, ☐ an accelerated filer, ☒ a non-accelerated filer, ☒ a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act) or ☐ an emerging growth company

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act)

☐ Yes ☒ No

Number of shares of issuer's common stock outstanding at October 14, 2024: 60,855,579

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Statements

Certain statements contained in this Form 10-Q, including in Management's Discussion and Analysis of Financial Condition and Results of Operations and Quantitative and Qualitative Disclosures About Market Risk, are intended to be covered by the safe harbor provided for under Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Our forward-looking statements include our current expectations and projections about future results, performance, results of litigation, prospects and opportunities, including reserves and other mineralization. We have tried to identify these forward-looking statements by using words such as "may," "will," "expect," "anticipate," "believe," "intend," "feel," "plan," "estimate," "project," "forecast" and similar expressions. These forward-looking statements are based on information currently available to us and are expressed in good faith and believed to have a reasonable basis. However, our forward-looking statements are subject to a number of risks, uncertainties and other factors that could cause our actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements.

These risks, uncertainties and other factors include, but are not limited to, those set forth under Part I, Item 1A. – Risk Factors in our 2023 Form 10-K/A and in Part II, Item 1.A. - Risk Factors of our 2024 Q1 and 2024 Q2 on Form 10-Q. Given these risks and uncertainties, readers are cautioned not to place undue reliance on our forward-looking statements. All subsequent written and oral forward-looking statements attributable to Thunder Mountain Gold, Inc. or to persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. Except as required by federal securities laws, we do not intend to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

The following Management's Discussion and Analysis of Financial Condition and Results of Operation ("MD&A") is intended to help the reader understand our financial condition. MD&A is provided as a supplement to, and should be read in conjunction with, our financial statements and the accompanying integral notes ("Notes") thereto. The following statements may be forward-looking in nature and actual results may differ materially.

Plan of Operations

The Company, including its subsidiaries, owns mining rights, mining claims, and properties in the mining areas of Nevada and Idaho, which includes its South Mountain Property in Idaho, and its Trout Creek Property in Nevada.

The Company owns 100% of the outstanding stock of Thunder Mountain Resources, Inc., a Nevada Corporation. Thunder Mountain Resources, Inc. owns 100% of the outstanding stock of South Mountain Mines, Inc. (SMMI), an Idaho Corporation. Thunder Mountain Resources, Inc. completed the direct purchase of 100% ownership of South Mountain Mines, Inc. on September 27, 2007, which consisted of 17 patented mining claims (approximately 327 acres) located in Owyhee County in southwestern Idaho. After the purchase, Thunder Mountain Resources staked 21 unpatented lode mining claims and obtained mineral leases on 489 acres of adjoining private ranch land.

The Company's plan of operation for the next twelve months, subject to business conditions, will be to continue to advance the South Mountain Project, including continued baseline environmental and engineering work necessary to complete a Preliminary Economic Analysis or Initial Analysis. The Company plans to continue to explore options to advance the South Mountain Project and acquire additional properties through partnerships, joint ventures, option agreements, and strategic relationships.

Internal Controls Disclosure

Samples submitted for analysis from drilling completed by the Company in 2019, 2020, 2021 incorporated a QA/QC program consisting of duplicates, standards, and blanks to verify the assay laboratory results. Hard Rock Consulting, LLC, based in the U.S.A., an independent mining and mineral resource consulting firm based in Denver, Colorado ("HRC"), has conducted two site visits to the Project in April 2018 and May 2021. HRC completed a manual and mechanical audit of the drilling and channel sampling database prior to the estimation of mineral resources. HRC also

examined select core intervals from historic and recent drilling, obtained a variety of duplicate samples for independent check sampling. In all cases, the core samples accurately reflect the lithologies recorded on the logs and the degree of visible alteration and evidence of mineralization observed was generally consistent with the grade range indicated by the original assay value. The Company and HRC reviewed the Mineral Resources classified into inferred, indicated, and measured mineral resources to determine compliance in accordance with § 229.1302(d)(1)(iii)(A) (Item 1302(d)(1)(iii)(A) of Regulation S-K). Mineral resources that are not mineral reserves and have not demonstrated economic viability. Risks associated with the mineral resource estimate include, but are not limited to changes in metal price, changes to geotechnical, mining, and metallurgical recovery assumptions, changes to the formula used to generate the block model NSR values, changes to the assumptions used to generate the reporting NSR cut-off value and changes in interpretations of mineralization geometry and continuity of mineralization zones resulting from additional drill hole information and channel sample assays, and new geological mapping information.

Based upon staff comments from the Securities and Exchange Commission (“SEC”), the Company is reviewing our prior property disclosures to determine whether the information concerning our mining properties has been prepared in accordance with the requirements of subpart 1300 of Regulation S-K, which first became applicable to us for the fiscal year ended December 31, 2021. In response to the SEC staff comments, the Company updated its prior property disclosures concerning our mining properties on our Form 10-K/A for the period ended December 31, 2023, filed with the SEC on September 11, 2024 (“Amended 10-K”) and included a Technical Report on the South Mountain Property in accordance with the requirements of subpart 1300 of Regulation S-K. The requirements of subpart 1300 of Regulation S-K differ significantly from the previously applicable disclosure requirements of SEC Industry Guide 7. Among other differences, subpart 1300 of Regulation S-K requires us to disclose our mineral resources, in addition to our mineral reserves, as of the end of our most recently completed fiscal year both in the aggregate and for each of our individual material mining properties, which are outlined in the Amended 10-K. You are cautioned that mineral resources do not have demonstrated economic value. Mineral resources are subject to further exploration and development, are subject to additional risks, and no assurance can be given that they will eventually convert to future reserves. Inferred Resources, in particular, have a great amount of uncertainty as to their existence and their economic and legal feasibility. Investors are cautioned not to assume that any part or all of the Inferred Resource exists or is economically or legally mineable. See Item 1A, Risk Factors.

Competition

We are an exploration stage company. We compete with other mineral resource exploration and development companies for financing and for the acquisition of new mineral properties. Many of the mineral resource exploration and development companies with whom we compete have greater financial and technical resources than us. Accordingly, these competitors may be able to spend greater amounts on acquisitions of mineral properties of merit, on exploration of their mineral properties and on development of their mineral properties. In addition, they may be able to afford greater geological expertise in the targeting and exploration of mineral properties. This competition could result in competitors having mineral properties of greater quality and interest to prospective investors who may finance additional exploration and development. This competition could adversely impact on our ability to finance further exploration and to achieve the financing necessary for us to develop our mineral properties.

Employees

The Company employs one full-time officer and one part-time. It is anticipated that the employees will continue their work with the Company.

Financial Condition

Liquidity and Capital Resources

The condensed consolidated financial statements accompanying this report show an accumulated deficit of \$7,602,442 on September 30, 2024, which raises substantial doubt about the Company’s ability to continue as a going concern.

As of September 30, 2024, the Company may not have sufficient liquidity to sustain normal operations for the next 12 months. While it is pursuing additional financing, including possible strategic alternatives, there can be no assurance that additional financing sources or strategic alternatives will be available.

Long-term strategies involve financing through stock or debt sales and eventual profitability from mining operations. Capital raising efforts are challenging given the current capital market conditions and the broader economic climate in the United States. Company management is actively seeking additional funds through various means, including public offerings, private placements, mergers, option agreements, and external debt, to ensure the Company's viability.

On July 18, 2024, the Board of Directors approved a Private Placement financing plan to raise up to \$500,000 through the sale of equity units priced at \$0.05 per unit, which includes one share of common stock, and one-half stock warrant, exercisable at \$0.07.

The Company has allocated \$200,000 for exploration activities in 2024, including \$150,000 specifically for the South Mountain project, and \$300,000 for the operating budget in 2025, primarily for basic operating expenses. This financing initiative is contingent upon the engagement of a New Capital partner prior to year-end.

The financing received approval from TSX-V in September 2024 and will close at the discretion of the Board of Directors. If executed, this private placement may result in the issuance of approximately 10 million shares, representing a 19% increase in As of September 30, 2024, the Company has not issued any shares of common stock.

On January 18, 2024, the Company sold the remaining 6,636,000 shares held in BeMetals Corp. for a total consideration of \$384,981 (equivalent to CAD \$518,223). The transaction was executed through Canaccord Genuity at a unit price of \$0.0594 (CAD \$0.0801) per share. This sale was conducted in accordance with the terms outlined in the BeMetals Option Agreement. As a result of the sale, the Company incurred a loss of \$42,855.

While the Company does not currently have cash sufficient to support extensive exploration work at South Mountain, we believe that the survivability of Thunder Mountain Gold can be aided by the following:

- On September 30, 2024, the Company had cash and cash equivalents of \$141,511.
- Management and the Board have not undertaken plans or commitments that exceed the cash available to the Company beyond fiscal year 2024. We do not include in this consideration any additional investment funds mentioned below.

Our plans for the long-term viability include financing our future operations through sales of our common stock and/or debt and the eventual profitable exploitation of our mining properties. There can be no assurance that such activities will be successful.

At September 30, 2024, we have current assets of \$196,218. Our future liquidity and capital requirements will depend on many factors, including timing, cost and progress of our exploration efforts, our evaluation of, and decisions with respect to, our strategic alternatives, and costs associated with the regulatory approvals. If we do not have enough cash to complete our exploration programs, we will make every effort to raise additional funds from public offerings, sale of liquid stock or loans or to adjust our business plans accordingly.

- On October 20, 2024, the Company had \$144,160 cash in our bank accounts.
- We do not include in this consideration any option payments mentioned below.
- Management is committed to managing expenses of all types to not exceed the on-hand cash resources of the Company at any point in time, now or in the future.
- The Company will also consider other sources of funding, including potential mergers or lease option to purchase, the sale of all or part of the Company's assets, and/or additional farm-out of its other exploration property.

During the nine months ended September 30, 2024, the Company discloses a net cash outflow from operating activities amounting to \$414,098, compared to an operating cash outflow of \$463,189 in 2023. In the period ended September 30, 2024, there was a net cash inflow from investment activities totaling \$384,981, stemming from the sale of BeMetals common stock. Conversely, during the same period ended September 30, 2023, the Company committed to acquire an additional 56 acres, necessitating a \$10,000 deposit, which was recorded as an investment outlay.

No cash outflows were reported for financing activities for the periods ended September 30, 2024, and 2023. The Company realized a net cash decrease of \$29,117 for the nine-months ended September 30, 2024, in contrast to a net cash decrease of \$473,189 for the corresponding period in 2023.

Our future liquidity and capital requirements will depend on many factors, including timing, cost and progress of our exploration efforts, our evaluation of, and decisions with respect to, our strategic alternatives, and costs associated with the regulatory approvals.

Results of Operations

For the three months ended September 30, 2024, the Company reported a net loss of \$114,631, comparable to net loss of \$119,701 for the period ended September 30, 2023. For the nine-month period ended September 30, 2024, the Company recorded a net loss of \$433,834, compared to a net loss of \$427,355 for the same period in 2023. The Company recognized no unrealized gains or losses on the investment in BeMetals for both the three and nine-month periods ended September 30, 2024, whereas an unrealized loss of \$16,688 and an unrealized gain of \$30,732 was recognized for the three and nine-month periods ended September 30, 2023, respectively.

Three-month period comparisons

Operating expenses for the three months ended September 30, 2024, totaled \$115,226, reflecting an increase of \$11,817, or 11%, from the same period in 2023. Exploration expenses increased by \$27,411 for the three months ended September 30, 2024, compared to the same period in 2023. The increase in exploration expenses can be attributed to the enhancement of our S-K 1300 disclosures, and maintenance of access road and equipment. Legal and accounting costs for the three months ended September 30, 2024, increased by \$1,874, totaling \$13,861. Management and administrative expenses decreased by \$17,468, or 22%, due to a reduction in management salaries. No stock options were issued for the three months ended September 30, 2024.

Nine-month period comparisons

Operating expenses for the nine months ended September 30, 2024, were \$392,692, reflecting a decrease of \$67,115, or 15%, from the same period in 2023. Exploration expenses for the nine months ended September 30, 2024, increased by \$26,764 compared to the same period in 2023. This increase was due to further S-K 1300 disclosures, road maintenance, and water testing. Legal and accounting costs decreased by \$17,354, or 20%, totaling \$71,596. Management and administrative expenses decreased by \$75,973, or 24%, primarily due to a reduction in management salaries, demonstrating the Company's efforts to preserve liquidity.

Going Concern

As of the date of this report on Form 10-Q, we do not have sufficient cash to meet our normal operating commitments for the next 12 months without additional financing. Therefore, we expect to be required to engage in financial transactions to increase our cash balance or decrease our cash obligations in the near term. However, we are an exploration company with exploration programs that require significant cash expenditures. A significant drilling program, such as that we have executed in prior years, can result in depletion of cash and would be prohibitive unless we can secure sufficient cash to support normal operations for the following 12 months.

We plan, as funding allows, to follow up on our positive drill results on our South Mountain Project. Subject to available capital, we may continue prudent exploration programs on our material exploration properties and/or fund some exploratory activities on early-stage properties.

We will require additional funding and/or reductions in exploration and administrative expenditures in future periods. Given current economic conditions, we cannot provide assurance that necessary financing transactions will be available on terms acceptable to us, or at all. Without additional financing, we would have to curtail our exploration and other expenditures while we seek alternative funding arrangements to provide sufficient capital to meet our ongoing, non-discretionary expenditures, and maintain our primary mineral properties. If we cannot obtain sufficient additional financing, we may be unable to make required property payments on a timely basis and be forced to return some or all of our leased or optioned properties to the underlying owners.

The Company's ability to secure capital for exploration and working capital needs is crucial, given the absence of recurring revenue streams. Long-term strategies involve financing through stock or debt sales and eventual profitability from mining operations. Capital raising efforts are hindered by current capital market conditions and the broader economic climate in the United States. Company management is actively seeking additional funds through various means, including public offerings, private placements, mergers, option agreements, and external debt, to ensure the Company's viability.

Contractual Obligations

The Company holds two leases pertaining to land parcels adjacent to its South Mountain patented and unpatented mining claims. The details of these leases are as follows:

Acree Lease:

Commencing on June 20, 2008, the Company entered into a lease agreement with Ronald Acree for a period of 6 years, covering 113 acres at a rate of \$20 per acre. The lease includes an option to extend for an additional 10 years at a revised rate of \$30 per acre. Upon the 17th Anniversary from the effective date, a rate of \$50 per acre will be paid in the form of an advanced royalty until the 30th anniversary from the date. Then, a rate of \$75 per acre will be paid to Acree. The total annual lease payment for the 113 acres amounts to \$3,390.

Lowry Lease:

On October 24, 2008, the Company executed a lease agreement with William and Nita Lowry for a duration of 6 years, encompassing 376 acres at a rate of \$20 per acre. Similar to the Acree Lease, the Lowry Lease incorporates an option to extend for an additional 10 years at a revised rate of \$30 per acre. Following the passing of the original lessors, the lease was inherited by Michael Lowry, their son. The lease will expire on October 24, 2025.

The leases have no work requirements. It is the current intention of the Company to engage in negotiations for new leases with the current landowners upon the expiration of the existing lease agreements. The negotiations may involve modifications to terms, rates, or other conditions as mutually agreed upon by the parties involved.

OGT, LLC

SMMI is the sole manager of the South Mountain Project in its entirety through a separate Mining Lease with Option to Purchase ("Lease Option") with the Company's majority-owned subsidiary OGT. SMMI has an option to purchase the South Mountain mineral interest for a capped \$5 million less net returns royalties paid through the date of exercise. The Lease Option expires in November 2026. Under the Lease Option, SMMI pays an advance of \$5,000 net returns royalty to OGT annually on November 4 which is distributed to OGT's minority member.

The leases and net royalties' payment are summarized in the following table.

Contractual obligations	Payments due by period				
	Total*	Less than 1 year	2-3 years	4-5 years	More than 5 years
Acree Lease (yearly, June)(1)	\$3,390	\$3,390	-	-	\$ -
Lowry Lease (yearly, October)(1)(2)	\$11,280	\$11,280	-	-	\$ -
OGT LLC ⁽³⁾	\$10,000	\$5,000	\$5,000	-	\$ -
Total	\$24,670	\$19,670	\$5,000	-	\$ -

(1) Amounts shown are for the lease periods years 15 through 16, a total of 2 years that remains after 2021, the lease was extended an additional 10 years at \$30/acre after 2014.

(2) The Lowry lease has an early buy-out provision for 50% of the remaining amounts owed in the event the Company desires to drop the lease prior to the end of the first seven-year period.

(3) OGT LLC, managed by the Company's wholly owned subsidiary SMMI, receives a \$5,000 per year payment for up to 10 years, or until a \$5 million capped NPI Royalty is paid.

Critical Accounting Estimates

We have identified our critical accounting policies, the application of which may materially affect the financial statements, either because of the significance of the financial statement item to which they relate, or because they require management's judgment in making estimates and assumptions in measuring, at a specific point in time, events which will be settled in the future. The critical accounting policies, judgments and estimates which management believes have the most significant effect on the financial statements are set forth below:

- a) Estimates. Our management routinely makes judgments and estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the future resolution of the uncertainties increase, these judgments become even more subjective and complex. Although we believe that our estimates and assumptions are reasonable, actual results may differ significantly from these estimates. Changes in estimates and assumptions based upon actual results may have a material impact on our results of operation and/or financial condition.
- b) Stock-based Compensation. The Company records stock-based compensation in accordance with ASC 718, "Compensation – Stock Compensation" using the fair value method. All transactions in which goods or services are the consideration received for the issuance of equity instruments are accounted for based on the fair value of the consideration received or the fair value of the equity instrument issued, whichever is more reliably measurable.
- c) Income Taxes. We have current income tax assets recorded in our financial statements that are based on our estimates relating to federal and state income tax benefits. Our judgments regarding federal and state income tax rates, items that may or may not be deductible for income tax purposes and income tax regulations themselves are critical to the Company's financial statement income tax items.
- d) Investments. In a joint venture where the Company holds more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of noncontrolling interest. In determining whether significant influences exist, the Company considers its participation in policy-making decisions and its representation on the venture's management committee.
- e) Valuation. The critical accounting policies governing the valuation process outline the methodologies, assumptions, and criteria used to determine the fair value of land and mining rights. These policies ensure consistency, accuracy, and compliance with accounting standards such as ASC 360 for land and ASC 930 for mining rights.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not required for smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this report, an evaluation was carried out under the supervision of, and with the participation of, the Company's Management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a – 15(e) and Rule 15d – 15(e) of the Securities and Exchange Act of 1934, as amended). Based on that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this report, the Company's disclosure controls and procedures were adequately designed and effective in ensuring that information required to be disclosed by the Company in its reports that it files or submits to the SEC under the Exchange Act, is recorded, processed, summarized and reported within the time period specified in applicable rules and forms. Notwithstanding management's conclusion and as a result of the changes made or omitted from the mining disclosures as described in the Amended 10-K, the Company's management, including our principal executive officer and principal financial officer, concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2023, with regard to the mineral property disclosure requirements. Because the amended disclosures do not affect our financial statements, there is no change to the conclusion of the effectiveness of our internal control over financial reporting as of December 31, 2023, or through the end of the period covered by this report.

On July 30, 2024, the Company received comments from SEC staff indicating that the Company's disclosures concerning our mining properties, specifically estimates of mineral resources, relied on Canadian National Instrument 43-101 instead of the requirements of Subpart 1300 of Regulation S-K. Based on comments from the SEC staff, the Company, in conjunction with its legal counsel and HRC, reviewed its disclosure controls and procedures regarding our mineral property disclosure requirements. The Company implemented changes to the internal controls and procedures to ensure accurate and timely disclosures of its exploration and mineral resource and reserve estimation efforts to ensure compliance with Subpart 1300 of Regulation S-K.

Changes in Internal Controls Over Financial Reporting

During the quarter covered by this report, there have been no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Remediation of Weaknesses in Mineral Property Disclosures

As disclosed above, at the end of the period covered by this report, management concluded that the Company's disclosure controls and procedures were not effective as of December 31, 2023, with regard to the mineral property disclosure requirements. Based on the context in which the individual deficiencies occurred, management has concluded that subsequent remediation actions shall be implemented and executed in fiscal year 2024. The Company engaged HRC and legal counsel with mineral property and securities experience to assist with mitigating these deficiencies, including, without limitation, reviewing and revising prior disclosures, assisting with filing the Amended 10-K for the period ended December 31, 2023, preparing the accompanying Technical Report on the South Mountain Project filed with the Amended 10-K, identifying and improving deficiencies in internal control policies and procedures over mineral property disclosures, developing disclosure controls and procedures specific to mineral property disclosures, and reviewing mineral property disclosures on an ongoing basis to ensure accurate and timely disclosures in future periods.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

We are not aware of any material pending litigation or of any proceedings known to be contemplated by governmental authorities which are, or would be, likely to have a material adverse effect upon us or our operations, taken as a whole. No director, officer or affiliate of Thunder Mountain and no owner of record or beneficial owner of more than 5% of our securities or any associate of any such director, officer or security holder is a party adverse to Thunder Mountain or has a material interest adverse to Thunder Mountain in reference to any currently pending litigation.

Item 1A. Risk Factors.

For a complete discussion of the Company's risk factors, refer to the risk factors included in Part I, Item 1A of the Company's Annual Report on Form 10-K/A for the year ended December 31, 2023, and in Part II, Item 1A of the Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024, that set forth information relating to important risks and uncertainties that could materially adversely affect our business, financial condition or operating results.

Mineral resources are subject to further exploration and development, are subject to additional risks, and no assurance can be given that they will eventually convert to future reserves. Inferred Resources have a great amount of uncertainty as to their existence and their economic and legal feasibility. Mineral interests are periodically assessed for impairment of value and any subsequent losses are charged to operations at the time of impairment. Thunder Mountain Gold evaluated these impairment considerations and determined that no such impairments occurred as of September 30, 2024.

Risks Related to Our Company

Our ability to operate as a going concern is in doubt.

The audit opinion and notes that accompany our consolidated financial statements for the year ended December 31, 2023, disclose a 'going concern' qualification to our ability to continue in business. The accompanying condensed consolidated financial statements have been prepared under the assumption that we will continue as a going concern. We have incurred losses since our inception. We do not have sufficient cash to fund normal operations and meet all of our obligations for the next 12 months. We will need to raise funds in the form of equity or debt financings to fund normal operations for the next 12 months.

Full disclosure of the going concern qualification appears in the notes to the financial statements (See Note 1 – Basis of Presentation and Going Concern.)

We have a limited operating history on which to base an evaluation of our business and prospects.

Our operating history has been restricted to the acquisition and exploration of our mineral properties, and this does not provide a meaningful basis for an evaluation of our prospects if we ever determine that we have a mineral reserve and commence the construction and operation of a mine. Other than through conventional and typical exploration methods and procedures, we have no additional way to evaluate the likelihood of whether our mineral properties contain any mineral reserves or, if they do that they will be operated successfully. As a result, we are subject to all of the risks associated with developing and establishing new mining operations and business enterprises including:

- completion of feasibility studies to verify reserves and commercial viability, including the ability to find sufficient mineral resources to support a commercial mining operation;
 - the timing and cost, which can be considerable, of further exploration, preparing feasibility studies, permitting and construction of infrastructure, mining, and processing facilities;
 - the availability and costs of drill equipment, exploration personnel, skilled labor, and mining and processing equipment, if required;
 - compliance with environmental and other governmental approval and permit requirements;
- the availability of funds to finance exploration, development, and construction activities, as warranted;

- potential opposition from non-governmental organizations, environmental groups, local groups, or local inhabitants which may delay or prevent development activities;
- potential increases in exploration, construction, and operating costs due to changes in the cost of fuel, labor, power, materials, and supplies; and
- potential shortages of mineral processing, construction, and other facilities-related supplies.

The costs, timing, and complexities of exploration, development, and construction activities may be increased by the location of our properties and demand by other mineral exploration and mining companies. It is common in exploration programs to experience unexpected problems and delays during drill programs and, if warranted, development, construction, and mine start-up. Accordingly, our activities may not result in profitable mining operations and we may not succeed in establishing mining operations or profitably producing metals at any of our properties. There is no history upon which to base any assumption as to the likelihood that we will prove successful, and we can provide investors with no assurance that we will generate any operating revenues or ever achieve profitable operations.

We have a history of losses and expect to continue to incur losses in the future.

We have incurred losses since inception and expect to continue to incur losses in the future. We had an accumulated deficit of approximately \$7,602,442 as of September 30, 2024. We expect to continue to incur losses unless and until such time as one of our properties enters into commercial production and generates sufficient revenues to fund continuing operations. We recognize that if we are unable to generate significant revenues from mining operations and dispositions of our properties, we will not be able to earn profits or continue operations. At this early stage of our operation, we also expect to face the risks, uncertainties, expenses, and difficulties frequently encountered by companies at the start-up stage of their business development. We cannot be sure that we will be successful in addressing these risks and uncertainties and our failure to do so could have a materially adverse effect on our financial condition.

Minimal staffing may be reasonably likely to materially affect the Company's internal control over financial reporting

With a very limited staff, it is difficult to maintain appropriate segregation of duties in the initiating and recording of transactions, thereby creating a segregation of duties weakness. Due to the significance of the segregation of duties to the preparation of reliable financial statements, this weakness may result in more than a remote likelihood that a material misstatement or lack of disclosure within the annual or interim financial statements may not be prevented or detected.

Risks Associated with Mining and Exploration

All of our properties are in the exploration stage. There is no assurance that we can establish the existence of any mineral reserve on any of our properties in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from these properties, and if we do not do so, and are unable to joint venture or sell the properties, we will lose all of the funds that we expend on exploration. If we do not discover any mineral reserve in a commercially exploitable quantity, our business could fail.

We have not established that any of our mineral properties contain any mineral reserves according to recognized reserve guidelines, nor can there be any assurance that we will be able to do so. A mineral reserve is defined by the SEC in its Regulation S-K subpart 1300 as that part of a mineral deposit, which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a "reserve" that meets the requirements of the SEC's Regulation S-K subpart 1300 is remote. Even if we do eventually discover a mineral reserve on one or more of our properties, there can be no assurance that they can be developed into producing mines to extract those minerals. Both mineral exploration and development involve a high degree of risk, and few properties that are explored are ultimately developed into producing mines. The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade, and other attributes of the mineral deposit, the proximity of the mineral deposit to infrastructure such as a smelter, roads, a point for shipping, government regulation, and market prices. Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral deposit unprofitable.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change could impose significant costs on us, our venture partners, and our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting, and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our operations are highly uncertain and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels, and changing temperatures. These impacts may adversely impact the cost, production, and financial performance of our operations.

If we establish the existence of a mineral reserve on any of our properties in a commercially exploitable quantity, we will require additional capital in order to develop the property into a producing mine. If we cannot raise this additional capital, we will not be able to exploit the reserve, and our business could fail.

If we do discover mineral reserves in commercially exploitable quantities on any of our properties, we will be required to expend substantial sums of money to establish the extent of the reserve, develop processes to extract it, and develop extraction and processing facilities and infrastructure. There can be no assurance that a mineral reserve will be large enough to justify commercial operations, nor can there be any assurance that we will be able to raise the funds required for development on a timely basis. If we cannot raise the necessary capital or complete the necessary facilities and infrastructure, our business may fail.

Land reclamation requirements for our properties may be burdensome and expensive.

Although variable depending on location and the governing authority, land reclamation requirements are generally imposed on mineral exploration companies (as well as companies with mining operations) in order to minimize long-term effects of land disturbance. Reclamation may include requirements to control dispersion of potentially deleterious effluents and re-establish pre-disturbance landforms and vegetation.

In order to carry out reclamation obligations imposed on us in connection with our potential development activities, we must allocate financial resources that might otherwise be spent on further exploration and development programs. We plan to set up a provision for our reclamation obligations on our properties, as appropriate, but this provision may not be adequate. If we are required to carry out unanticipated reclamation work, our financial position could be adversely affected.

Estimates of mineralized material are subject to evaluation uncertainties that could result in project failure.

Our exploration and future mining operations, if any, are and would be faced with risks associated with being able to accurately predict the quantity and quality of mineralized material within the earth using statistical sampling techniques. Estimates of any mineralized material on any of our properties would be made using samples obtained from appropriately placed trenches, test pits, and underground workings and intelligently designed drilling. There is an inherent variability of assays between check and duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. Additionally, there also may be unknown geologic details that have not been identified or correctly appreciated at the current level of accumulated knowledge about our properties. This could result in uncertainties that cannot be reasonably eliminated from the process of estimating mineralized material. If these estimates were to prove to be unreliable, we could implement an exploitation plan that may not lead to commercially viable operations in the future.

Joint ventures and other partnerships in relation to our properties may expose us to risks.

We have in the past, and may in the future, entered into joint ventures or other partnership arrangements with other parties in relation to the exploration, development, and production of certain of the properties in which we have an interest. Joint ventures can often require unanimous approval of the parties to the joint venture or their representatives for certain fundamental decisions such as an increase or reduction of registered capital, merger, division, dissolution, amendments of constating documents, and the pledge of joint venture assets, which means that each joint venture party may have a veto right with respect to such decisions which could lead to a deadlock in the operations of the joint venture or partnership. Further, we may be unable to exert control over strategic decisions made in respect of such properties. Any failure of such other companies to meet their obligations to us or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint ventures or their properties and, therefore, could have a material adverse effect on our results of operations, financial performance, cash flows, and the price of our common stock.

Our business is subject to evolving corporate governance and public disclosure regulations that have increased both our compliance costs and the risk of noncompliance, which could have an adverse effect on our stock price.

We are subject to changing rules and regulations promulgated by a number of governmental and self-regulated organizations, including the SEC, the Public Company Accounting Oversight Board (“PCAOB”) and the Financial Accounting Standards Board. These rules and regulations continue to evolve in scope and complexity, and many new requirements have been created in response to laws enacted by Congress, making compliance more difficult and uncertain. For example, on July 21, 2010, Congress passed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”) with increased disclosure obligations for public companies and mining companies in the United States. Our efforts to comply with the Dodd-Frank Act and other new regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of our management’s time and attention from operating activities to compliance activities.

We are required to comply with Canadian securities regulations and are subject to additional regulatory scrutiny in Canada.

We are a “reporting issuer” in the Canadian provinces of British Columbia and Alberta. As a result, our disclosure outside the United States differs from the disclosure contained in our SEC filings. Our reserve and resource estimates disseminated outside the United States are not directly comparable to those made in filings subject to SEC reporting and disclosure requirements, as we generally report reserves and resources in accordance with Canadian practices. These practices are different from the practices used to report reserve and resource estimates in reports and other materials filed with the SEC. It is Canadian practice to report measured, indicated, and inferred resources, which are generally not permitted in disclosures filed with the SEC. In the United States, mineralization may not be classified as a “reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. United States investors are cautioned not to assume that all or any part of measured or indicated resources will ever be converted into reserves. Further, “inferred resources” have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Disclosure of “contained ounces” is permitted disclosure under Canadian regulations; however, the SEC only permits issuers to report “resources” as in-place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization, reserves, and resources contained in disclosures released outside the United States may not be comparable to information made public by other United States companies subject to the reporting and disclosure requirements of the SEC.

We are also subject to increased regulatory scrutiny and costs associated with complying with securities legislation in Canada. For example, we are subject to civil liability for misrepresentations in written disclosure and oral statements. Legislation has been enacted in these provinces which creates a right of action for damages against a reporting issuer, its directors and certain of its officers in the event that the reporting issuer or a person with actual, implied, or apparent authority to act or speak on behalf of the reporting issuer releases a document or makes a public oral statement that contains a misrepresentation or the reporting issuer fails to make timely disclosure of a material change. We do not anticipate any particular regulation that would be difficult to comply with. However, failure to comply with regulations may result in civil awards, fines, penalties, and orders that could have an adverse effect on us.

Risks Associated with Our Common Stock

Our stock price has been volatile and your investment in our common stock could suffer a decline in value.

Our common stock is quoted on the OTCQB Market (“OTCQB”) and traded on the TSX Venture Exchange (“TSX-V”). The market price of our common stock may fluctuate significantly in response to a number of factors, some of which are beyond our control. These factors include price fluctuations of precious metals, government regulations, disputes regarding mining claims, broad stock market fluctuations, and general economic conditions in the United States and Canada.

We do not intend to pay any dividends on shares of our common stock in the near future.

We do not currently anticipate declaring and paying dividends to our shareholders in the near future, and any future decision as to the payment of dividends will be at the discretion of our board of directors and will depend upon our earnings, financial position, capital requirements, plans for expansion, and such other factors as our board of directors deems relevant. It is our current intention to apply net earnings, if any, in the foreseeable future to finance the growth and development of our business.

Investors’ interests in our Company will be diluted and investors may suffer dilution in their net book value per share, if we issue additional employee/director/consultant options or if we sell additional shares and/or warrants to finance our operations.

We have not generated material revenue from exploration since the commencement of our exploration stage. In order to further expand our company and meet our objectives, any additional growth and/or expanded exploration activity may need to be financed through sale and issuance of additional shares, including, but not limited to, raising finances to explore our properties. Furthermore, to finance any acquisition activity, should that activity be properly approved, and depending on the outcome of our exploration programs, we may also need to issue additional shares to finance future acquisitions, growth and/or additional exploration programs at any or all of our projects or to acquire additional properties. We may also in the future grant to some or all of our directors, officers, insiders, and key employees options to purchase our common shares and stock unit awards as non-cash incentives. The issuance of any equity securities could, and the issuance of any additional shares will, cause our existing shareholders to experience dilution of their ownership interests.

If we issue additional shares or decide to enter into joint ventures with other parties in order to raise financing through the sale of equity securities, investors' interests in our Company will be diluted and investors may suffer dilution in their net book value per share depending on the price at which such securities are sold. If all of the outstanding options and warrants are exercised and the underlying shares are issued, such issuance will cause a reduction in the proportionate ownership and voting power of all other shareholders. The dilution may result in a decline in the market price of our shares.

We are subject to the continued listing criteria of the TSX-V and our failure to satisfy these criteria may result in delisting of our shares of common stock.

Our shares of common stock are currently listed on the TSX-V. In order to maintain the listing, we must maintain certain share prices, financial, and share distribution targets, including maintaining a minimum amount of shareholders' equity and a minimum number of public shareholders. In addition to objective standards, the TSX-V may delist our securities if, in their discretionary opinion: (i) our financial condition and/or operating results appear unsatisfactory; (ii) it appears that the extent of public distribution or the aggregate market value of the security has become so reduced as to make continued listing on TSX-V inadvisable; (iii) we sell or dispose of principal operating assets or cease to be an operating company; (iv) we fail to comply with the listing requirements of the TSX-V; (v) our shares of common stock sell at what the TSX-V considers a “low selling price” and if we fail to correct this via a reverse split of shares after notification by the TSX-V; or (vi) any other event occurs or any condition exists which makes continued listing on the TSX-V, in their opinion, inadvisable.

If the TSX-V delists our shares of common stock, investors may face material adverse consequences, including, but not limited to, a lack of trading market for our securities, reduced liquidity, decreased analyst coverage of our securities, and an inability for us to obtain additional financing to fund our operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3. Defaults Upon Senior Securities.

None.

Item 4. Mine Safety Disclosures

Pursuant to Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”), issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose in their periodic reports filed with the SEC information regarding specified health and safety violations, orders and citations, related assessments and legal actions, and mining-related fatalities.

The information concerning mine safety violations or other regulatory matters required by Section 1503(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Quarterly Report.

During the nine-month period ended September 30, 2024, the Company did not have any operating mines and therefore had no such specified health and safety violations, orders or citations, related assessments or legal actions, mining-related fatalities, or similar events in relation to the Company’s United States operations requiring disclosure pursuant to Section 1503(a) of the Dodd-Frank Act.

Item 5. Other Information

None.

Item 6. Exhibits

(a) Documents which are filed as a part of this report:

Exhibits:

- 3.1 [Articles of Incorporation of Thunder Mountain Gold, Inc., incorporated by reference to the Company's Form 10-KSB as filed with the Securities and Exchange Commission on April 16, 2008.](#)
- 3.2 [Bylaws of Thunder Mountain Gold, Inc., incorporated herein by reference to the Company's Form 10-KSB as filed with the Securities and Exchange Commission on April 16, 2008.](#)
- 31.1* [Certification Required by Rule 13a-14\(a\) or Rule 15d-14\(a\). Jones](#)
- 31.2* [Certification Required by Rule 13a-14\(a\) or Rule 15d-14\(a\). Thackery](#)
- 32.1* [Certification required by Rule 13a-14\(a\) or Rule 15d-14\(b\) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. Jones](#)
- 32.2* [Certification required by Rule 13a-14\(a\) or Rule 15d-14\(b\) and section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350. Thackery](#)
- 95* Mine safety information listed in Section 1503 of the Dodd-Frank Act.
- 101.INS* XBRL Instance Document
- 101.SCH* XBRL Taxonomy Extension Schema Document
- 101.CAL* XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF* XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB* XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE* XBRL Taxonomy Extension Presentation Linkbase Document

*Filed herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(b) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf of the undersigned, thereunto duly authorized.

THUNDER MOUNTAIN GOLD, INC.

By /s/Eric T. Jones
Eric T. Jones
President and Chief Executive Officer
Date: November 11, 2024

Pursuant to the requirements of the Securities Act of 1934 this report signed below by the following person on behalf of the Registrant and in the capacities on the date indicated.

By: /s/Larry Thackery
Larry Thackery
Chief Financial Officer
Date: November 11, 2024