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, 2016
OR

☐ **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	91-1031015
(State or other jurisdiction of incorporation or organization)	(IRS identification No.)
11770 W President Dr. STE F **Boise, Idaho**	**83713-8986**
(Address of Principal Executive Offices)	(Zip Code)

(208) 658-1037
(Registrant's Telephone Number, including Area Code)

(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 file, ☐ a non-accelerated filer, or ☒ a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act)

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 November 3: 52,592,549

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PART I – FINANCIAL INFORMATION

Item 1: Financial Statements

Thunder Mountain Gold, Inc.
Consolidated Balance Sheets
September 30, 2016 and December 31, 2015

	September 30, 2016 (Unaudited)	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 56,600	$ 12,143
Prepaid expenses and other assets	30,193	27,556
Total current assets	86,793	39,699
Other assets:		
Investment in Owyhee Gold Trust LLC	479,477	479,477
Total assets	**$ 566,270**	**$ 519,176**
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and other accrued liabilities	$ 103,250	$ 178,786
Accrued related party liability (Note 5)	172,178	123,038
Accrued interest payable to related parties	12,426	-
Accrued payroll (Note 3)	505,000	274,000
Related party notes payable (Note 4)	138,576	171,076
Total current liabilities	931,430	746,900
Commitments and Contingencies (Note 2)		
Stockholders' equity (deficit) :		
Preferred stock; $0.0001 par value, 5,000,000 shares authorized; no shares issued or outstanding	-	-
Common stock; $0.001 par value; 200,000,000 shares authorized, 52,292,549 and 44,167,549, respectively shares issued and outstanding	52,293	44,168
Additional paid-in capital	4,838,371	4,193,797
Less: 11,700 shares of treasury stock, at cost	(24,200)	(24,200)
Accumulated deficit	(5,231,624)	(4,441,489)
Total stockholders' equity (deficit)	(365,160)	(227,724)
Total liabilities and stockholders' equity (deficit)	**$ 566,270**	**$ 519,176**

The accompanying notes are an integral part of these consolidated financial statements.

Thunder Mountain Gold, Inc.
Consolidated Statements of Operations (unaudited)

	Three months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Expenses:				
Exploration expenses	$ 49,318	$ 46,901	$ 143,138	$ 119,936
Legal and accounting	64,837	176,201	231,396	272,845
Management and administrative	271,579	82,946	408,414	304,851
Total expenses	385,734	306,048	782,947	697,632
Other income (expense):				
Interest expense, related party	(5,074)	(15,000)	(12,426)	(56,337)
Loss on modification of debt	-	(68,726)	-	(68,726)
Foreign exchange gain (loss)	26	-	5,238	-
Total other income (expense)	(5,048)	(83,726)	(7,188)	(125,063)
Net Loss	$ (390,782)	$ (389,774)	$ (790,135)	$ (822,695)
Net Loss per common share-basic and diluted	$ (0.01)	$ (0.01)	$ (0.02)	$ (0.02)
Weighted average common shares outstanding-basic and diluted	51,173,456	44,167,549	50,667,823	43,259,124

The accompanying notes are an integral part of these consolidated financial statements.

Thunder Mountain Gold, Inc.
Consolidated Statements of Cash Flows (unaudited)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	$ (790,135)	$ (822,695)
Adjustments to reconcile net loss to net cash used by operating activities:		
Loss on modification of debt	-	68,726
Options issued for services	175,199	60,000
Amortization of related party notes payable discounts	-	11,565
Change in:		
Prepaid expenses and other assets	(2,637)	(10,857)
Accounts payable and other accrued liabilities	(75,536)	82,204
Accrued related party liability	49,140	96,038
Accrued interest payable to related parties	12,426	44,695
Accrued payroll	231,000	196,000
Net cash used by operating activities	(400,543)	(274,324)
Cash flows from financing activities:		
Proceeds from sale of common stock	285,000	250,000
Proceeds from exercise of common stock warrants	142,500	-
Proceeds from related party notes payable	25,000	-
Payments on related party note payable	(7,500)	-
Net cash provided by financing activities	445,000	250,000
Net increase in cash and cash equivalents	44,457	31,536
Cash and cash equivalents, beginning of period	12,143	31,992
Cash and cash equivalents, end of period	**$ 56,600**	**$7,668**
Noncash investing and financing activities:		
Stock issued for payments on related parties notes payable	**$ 50,000**	-
Accrued interest payable converted to related party notes payable	**-**	**$ 33,616**

The accompanying notes are an integral part of these consolidated financial statements.

1. Summary of Significant Accounting Policies and Business Operations

Business Operations

Thunder Mountain Gold, Inc. ("Thunder Mountain" or "the Company") was originally incorporated under the laws of the State of Idaho on November 9, 1935, under the name of Montgomery Mines, Inc. In April 1978, the Montgomery Mines Corporation was obtained by a group of the Thunder Mountain property holders and changed its name to Thunder Mountain Gold, Inc., with the primary goal to further develop their holdings in the Thunder Mountain Mining District, located in Valley County, Idaho. Thunder Mountain Gold, Inc. takes its name from the Thunder Mountain Mining District, where its principal lode mining claims were located. For several years, the Company's activities were restricted to maintaining its property position and exploration activities. During 2005, the Company sold its holdings in the Thunder Mountain Mining District. During 2007, the Company acquired the South Mountain Mines property in southwest Idaho and initiated exploration activities on that property, which continue today.

Basis of Presentation and Going Concern

The accompanying unaudited consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to the Form 10-Q. Accordingly, the financial statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of our management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the nine month period ended September 30, 2016 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2016. For further information, refer to the financial statements and the footnotes thereto in our Annual Report on Form 10-K for the year ended December 31, 2015.

The accompanying consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. The Company is an exploration stage company and has historically incurred losses and does not have sufficient cash at September 30, 2016 to fund normal operations for the next 12 months. The Company has no recurring source of revenue and its ability to continue as a going concern is dependent on the Company's ability to raise capital to fund its future exploration and working capital requirements. The Company's plans for the long-term return to and continuation as a going concern include financing the Company's future operations through sales of its common stock and/or debt and the eventual profitable exploitation of its mining properties. Additionally, the current capital markets and general economic conditions in the United States are significant obstacles to raising the required funds. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company is currently investigating a number of alternatives for raising additional capital with potential investors, lessees and joint venture partners.

The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Investments in Joint Venture

The Company's accounting policy for joint ventures is as follows:

1. The Company uses the cost method when it does not have joint control or significant influence in a joint venture. Under the cost method, these investments are carried at cost. If other than temporary impairment in value is determined, it would then be charged to current net income or loss.

2. If the Company enters into a joint venture in which there is joint control between the parties or the Company has significant influence, the equity method is utilized whereby the Company's share of the ventures' earnings and losses is included in the statement of operations as earnings in joint ventures and its investments therein are adjusted by a similar amount. If other than temporary impairment in value is determined, it would then be charged to current net income or loss.

3. In a joint venture where the Company holds more than 50% of the voting interest and has significant influence, the joint venture is typically consolidated with the presentation of non-controlling 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. However, see Note 3 regarding the Company's accounting for its investment in Owyhee Gold Trust, LLC,

Recent Accounting Pronouncements

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

Net Income (Loss) Per Share

The Company is required to have dual presentation of basic earnings per share ("EPS") and diluted EPS. Basic EPS is computed as net income divided by the weighted average number of common shares outstanding for the period. Diluted EPS is calculated based on the weighted average number of common shares outstanding during the period plus the effect of potentially dilutive common stock equivalents, including options and warrants to purchase the Company's common stock. As of September 30, 2016 and 2015, the remaining potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive are:

For the period ended September 30,	2016	2015
Stock options	4,515,000	3,990,000
Warrants	3,590,000	5,015,000
Total possible dilution	**8,105,000**	**9,005,000**

2. Commitments

On March 21, 2011, the Company signed an exploration agreement with Newmont Mining Corporation ("Newmont") on the Trout Creek Project that significantly expands the Trout Creek target area. Newmont's private mineral package added to the Project surrounds the Company's South Mountain claim group and consists of about 9,565 acres within a thirty-square mile Area of Influence defined in the agreement. Under the terms of the agreement, the Company is responsible for conducting the exploration program and is obligated to expend a minimum of $150,000 over the ensuing two years, with additional expenditures possible in future years.

On October 1, 2015, the Company signed an Amendment with Newmont USA Limited that modifies and extends the original Trout Creek Joint Exploration Agreement. The extension allows the Company modified work commitments on the project reducing the annual amount to $150,000 of work obligations by October 31, 2016. See Note 8 Subsequent Events

3. South Mountain Project

On November 8, 2012, the Company, through its wholly-owned subsidiary South Mountain Mines, Inc., ("SMMI"), and Idaho State Gold Company II, LLC ("ISGC II") formed the Owyhee Gold Trust, LLC, ("OGT") a limited liability company. The Company's initial contribution in accordance with the Operating Agreement, was the non-cash contribution of its South Mountain Mine property and related mining claims located in southwestern Idaho in Owyhee County which had a carrying value of $479,477 at the date of contribution, but for purposes of the Operating Agreement, valued at $6.725 Million. As its initial contribution to OGT, ISGC II agreed to fund operations totaling $18 million; or $8 million if the Company exercises its option to participate pro-rata after ISGC II expends $8 million and completes work commitments including a Feasibility Study, and a certain amount of required underground core drilling. ISGC II was the initial manager of OGT LLC. Upon payment of $1 million, and a work commitment of $2 million in pre-determined qualifying expenditures not later than December 31, 2014, ISGC II was to receive 2,000 units representing a vested 25% ownership. As of December 31, 2014, none of these ownership units had been issued to ISGC II. Through December 31, 2014, the Company accounted for its investment in the OGT by the cost method.

On January 27, 2015, SMMI became manager of the OGT under the terms of the November 8, 2012 operating agreement, because ISGC II had effectively resigned under the Agreement. This appointment as Manager was further ratified by a Judge`s Court Order on March 1, 2016. Beginning in January 2015, SMMI paid OGT's expenses to ensure ongoing operations at the site. For the nine-month period ending September 30, 2016 and for the year ended December 31, 2015, the Company incurred expenses of $472,183 and $693,592, respectively relating to OGT operations. The Company has recognized these expenses in these consolidated financial statements because, due to the dispute discussed below, it is not clear as to whether SMMI will be reimbursed by OGT. At September 30, 2016 and December 31, 2015, accrued payroll for services performed relating to the operation of OGT was $505,000 and $274,000, respectively. The accrued payroll was earned by three of the Company's officers whose balances at September 30, 2016 are as follows: Eric Jones, President and Chief Executive Officer - $200,000, James Collord, Vice President and Chief Operating Officer - $200,000, and Larry Thackery, Chief Financial Officer - $105,000. None of the compensation has been paid.

SMMI maintains that ISGC II did not earn its ownership units, and resigned under the terms of the Operating Agreement, causing SMMI to become manager. ISGC II did not agree that SMMI became manager of OGT in early 2015. However, that disagreement was resolved on March 1, 2016, when a Judge`s Order stipulated that SMMI was in fact Manager.

In December 2015, the Company received service of a Complaint that had been filed but not served on June 22, 2015, namely *Idaho State Gold Co. II, LLC, an Idaho limited liability company; and, Owyhee Gold Territory, LLC, an Idaho limited liability company v. Thunder Mountain Gold, Inc. a Nevada corporation*, et al.,. At December 31, 2015, the status of the lawsuit was pending and management is unable to predict the outcome due to the early stages of the litigation. The probability of loss is unknown and the financial statements did not include any adjustment related to litigation.

On January 11, 2016, the Company answered the complaint it received in December 2015. In its response, the Company asserts that:

- ISGC II failed to make its initial contribution, including earn in requirements described by the OGT agreement;
- ISGC II failed to provide accounting consistent with generally accepted accounting practices, along with an independent audit required for issuance of ownership units; and
- Significant damages are payable by ISGC II to the Company.

On February 16, 2016, ISGC II filed a motion for a more definitive statement asserting that the Company’s response was not specific enough.

On March 1, 2016, the Company was awarded a Court Order approving defined stipulations and dismissing of certain portions of a December Complaint. The Court Order acknowledged and confirmed the Company’s assertions, and stipulated that:

a. As of March 1, 2016, the Company’s wholly owned subsidiary, SMMI, is the manager of OGT for all lawful purposes and shall have the right to advance the project and the interests of OGT and the South Mountain Mine Project according to the terms of OGT’s November 8, 2012, Operating Agreement and the Parties November 8, 2012, Member Agreement; and
b. OGT is the owner of the real property described in the Operating Agreement signed by both parties prior to November 8, 2012, and confirmed by certain Quitclaim Deed and filed on October 31, 2013, without any claim or encumbrance by Defendants; and
c. ISGC II acknowledges that a Statement of Authority should be filed with the Idaho Secretary of State that identifies SMMI as Manager of OGT effective the date of this Stipulation; and
d. Because of conflicts of interest, OGT, and the Company’s subsidiaries THMG and THMR were dismissed from the litigation; and
e. ISGC II shall not sell or cause to be sold any of the equipment and assets described in the ISGC II financial reports without prior notice and the concurrence of OGT, with SMMI acting as manager of OGT; and
f. ISGC II’s motion for a more definite statement is withdrawn.

Because of the Court Order above, ISGC II was required to withdraw their original Complaint. ISGC II filed an amended Complaint on March 14, 2016 in which it claims it is entitled to vesting of Units in OGT based solely upon the funds they spent towards the South Mountain mining project, or based upon an equitable claim. The Company deems their claims erroneous and without merit, and that funds were spent outside of compliance with the Operating Agreement, and without proper controls or accounting. The Company will aggressively and vigorously defend against this lawsuit, and is confident of a positive legal outcome for the Company in Idaho Court.

At December 31, 2015 and September 30, 2016, because of the uncertainty as to the status of OGT and the share allocation between SMMI and ISGC II, the Company has continued to account for its investment at cost and has recognized the expenses incurred in 2015 and the first nine months of 2016 for the operation of OGT.

On June 20, 2016, OGT held a Management Committee of Members meeting in which the 2016/2017 12-month budget was approved in accordance with the operating agreement. ISGC II representatives requested expenditures on the project paid by SMMI so ISGC II could cover its membership proportionate share. See Note 8 Subsequent Events for the current status of OGT.

4. Related Party Notes Payable

On December 9, 2014, the Company executed two promissory notes payable to directors, Eric Jones and Jim Collord. The amount of the notes was $25,000 each for a total of $50,000, and identical in terms. The interest rate on these notes is 10% per month of the principal balance. The notes were due in full no later than July 1, 2015 and had a minimum amount due of 5 months of interest if the notes are paid back earlier.

The original convertible notes contained a beneficial conversion feature of $13,492 which was recognized as a discount on the notes on the date of issuance. The discount was amortized over the note term using the straight-line method, which approximates the effective interest method. For the year ended December 31, 2015, the Company recorded $11,565 in interest expense related to the amortization of the discount.

On July 1, 2015, these notes were extended to December 31, 2015. As part of this extension the outstanding interest payable on the notes of $33,616 was added to the principal balance of $50,000 resulting in a new outstanding principal balance of $83,616. The interest charge remained the same, as per the original notes agreement at $5,000 per month.

The extension contained a conversion feature. The note holder can convert all of the outstanding principal and interest at 75% of the average closing bid price of the Company for the 20 days prior to the notice of conversion. The fair value of the conversion feature using the Black Scholes model was $68,726. This amount was determined to be substantial under applicable accounting principles requiring the debt amendment to be accounted for as a debt extinguishment. An expense of $68,726 was recorded to recognize the loss on modification of debt during the year ended December 31, 2015.

During November and December of 2015, Jim Collord and Eric Jones advanced additional funds of $30,000 and $27,460 respectively. On the due date of the notes, December 31, 2015, these notes were extended to April 11, 2016. In connection with this extension, the accrued interest balance of $30,000 was added to the principal balance resulting in a new outstanding principal balance of $171,076. Additionally, the interest rate was changed to 1% per month and the conversion feature was eliminated. These notes have been extended to December 31, 2016.

On January 18, 2016, the Company initiated a private offering for an aggregate, 6,700,000 shares of common stock. In connection with this offering, Jim Collord and Eric Jones exchanged $25,000 each from their related notes payables for a total of 1 million shares (see Note 6). During the nine months ended September 30, 2016, the Company paid $7,500 on Mr. Jones' outstanding note balance.

On July 8, 2016, the Company executed two promissory notes payable to directors, Eric Jones and Jim Collord. The amount of the notes was $15,000 and $10,000 respectively for a total of $25,000. The terms of these note are identical with a 2% interest rate accrued per month for a term of two months. At September 30, 2016, the notes payable balances were $66,768 and $71,808 for Mr. Jones and Mr. Collord, respectively. Also at September 30, 2016, accrued interest payable balances were $5,918 and $6,508 for Mr. Jones and Mr. Collord, respectively. These notes originally had a term of two months buthave been extended to December 31, 2016.

5. Related Party Transactions

In addition to the related party notes payable discussed in Note 4, the Company has engaged Baird Hanson LLP ("Baird"), a company owned by one of the Company's directors, to provide legal services in the OGT matter (see Note 3). Legal expenses of $54,000 and $123,108 have been incurred for these services during the nine months ended September 30, 2016 and the year ended December 31, 2015, respectively. At September 30, 2016 and December 31, 2015, the amounts due to Baird are $172,177 and $123,038, respectively.

6. Stockholders' Equity

The Company's common stock has a par value of $0.001 with 200,000,000 shares authorized. The Company also has 5,000,000 authorized shares of preferred stock with a par value of $0.0001.

During the year ended December 31, 2015, the Company sold 4,000,000 shares at $0.05 per share for total proceeds of $200,000. No warrants were issued with the shares.

On January 18, 2016, Thunder Mountain Gold, Inc. initiated a private offering for an aggregate, 6,700,000 shares of common stock. Participation was limited to six people, most of whom were officers and directors, and two accredited investors. There was no placement agent fee paid in the offering, and no accountable or unaccountable expense allowance. The Company sold 5,700,000 shares of common stock at a rate of $0.05 for $285,000. In addition, Mr. Jones and Mr. Collord exchanged $50,000 of their notes outstanding (see Note 4) into 1,000,000 shares of common stock at the same rate of $0.05 per share. There were no warrants issued with the shares.

On May 12, 2016, the Company extended the expiration of 5,015,000 outstanding warrants issued during 2014 for an additional 6 months (November 24, 2016). The Company also reduced the exercise price from $0.15 to $0.10.

During the quarter ended September 30, 2016, certain warrant holders exercised 1,425,000 warrants for shares of common stock at a price of $0.10 per share for proceeds of $142,500. There was no placement agent fee paid in warrant exercise, and no accountable or unaccountable expense allowance.

7. Stock Options

The Company has established a Stock Option Incentive Plan (“SIP”) to authorize the granting of stock options up to 10 percent of the total number of issued and outstanding shares of common stock to employees, directors and consultants. Upon exercise of options, shares are issued from the available authorized shares of the Company.

Option awards are generally granted with an exercise price equal to the fair market value of the Company’s stock at the date of grant.

Effective July 20, 2016 the Company, granted 2,525,000 stock options to directors, officers, employees and consultants of the Company and its affiliates to purchase common shares in the capital stock of the Company. The options are exercisable on or before July 20, 2021 at a price of $0.10 per share. After this grant, the Company has 4,765,000 outstanding stock options that represent 9.4% of the issued and outstanding shares of common stock.

The fair value of the options was determined to be $175,199 using the Black Scholes model. The options were fully vested upon grant and recognized as compensation expense for the quarter ended September 30, 2016.

The fair value of each option award was estimated on the date of the grant using the assumptions noted in the following table:

Stock price	$	0.07
Exercise price	$	0.10
Expected volatility		238.9%
Expected dividends		-
Expected terms (in years)		5.0
Risk-free rate		1.15%

The following is a summary of the Company’s options issued under the Stock Option Incentive Plan:

	Shares		**Weighted Average Exercise Price**
Outstanding and exercisable at December 31, 2015	1,990,000	$	0.07
Granted in 2016	2,525,000		0.10
Outstanding and exercisable September 30, 2016	4,515,000	$	0.09

The average remaining contractual term of the options outstanding and exercisable at September 30, 2016 was 3.80 years. As of September 30, 2016, options outstanding and exercisable had no aggregate intrinsic value.

8. Subsequent Events

On October 27, 2016 at the Company terminated the exploration agreement with Newmont Mining Corporation ("Newmont") on the Trout Creek Project. The reason for the decision was to devote the Company's resources to other projects.

On November 4, 2016, a stipulation was filed in Fourth District Court of Idaho dismissing the previously mentioned Complaint (see Note 3), Case No. CV OC 1510506 (the "Lawsuit"), regarding *Idaho State Gold Co. II (ISGC II or ISGC), LLC, an Idaho limited liability company; and, Owyhee Gold Territory, LLC (OGT), an Idaho limited liability company v. Thunder Mountain Gold, Inc. a Nevada corporation*, et al. The Complaint also named South Mountain Mines, Inc. (SMMI) and Thunder Mountain Resources, both of which are wholly-owned subsidiaries of the Company. Based upon the negotiations among the Parties, they have agreed upon acceptable terms for a settlement and release of any and all Claims the Parties may have against each other.

Under the terms of the settlement, SMMI will manage and retain 75% ownership in the OGT, with ISGC II retaining 25% ownership but no management control. OGT will be managed by SMMI under a new operating agreement signed by both parties, and will exist as a holding company, with the real assets taken out and advanced by SMMI under an industry standard Mining Lease with Option to Purchase Agreement. OGT will retain a capped five-million dollar ($5,000,000) Net Returns Royalty, paid quarterly at 5% of the net profits of the project when it begins producing. There is also a $5,000 per year lease payment due to OGT. The lease purchase and ISGC II`s 25% interest in OGT sunsets upon the payment of $5,000,000 to OGT.

Item 2. Management's Discussion and Analysis or Plan of Operation

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 Operation:

FORWARD LOOKING STATEMENTS: The following discussion may contain forward-looking statements that involve a number of risks and uncertainties. Factors that could cause actual results to differ materially include the following: inability to locate property with mineralization, lack of financing for exploration efforts, competition to acquire mining properties; risks inherent in the mining industry, and risk factors that are listed in the Company's reports and registration statements filed with the Securities and Exchange Commission.

The Company's financial position remained unchanged during the second quarter of 2016, as metals commodity markets have improved dramatically during the first half of 2016. Equity markets may strengthen periodically in response to favorable price movements in certain metals during 2016, providing some companies with the opportunity to take advantage of short periods of positive sentiment in the market. However, until metal price momentum across the board becomes bullish, equity financing in the mining industry will remain challenging. Analyst estimates for the remainder of 2016 are for stabilizing precious metals markets, and improving prices for zinc.

The Company continued to operate on a limited budget during the second quarter of 2016 while funding the maintenance of the South Mountain Project during which additional financing is being sought or the Project. The Company's plan of operation for the next twelve months, subject to business conditions, will be to continue to explore and develop the South Mountain Project in order to complete an industry standard Feasibility Study.

Work on the Trout Creek Project will continue in 2016, although the South Mountain Project will still remain the focus. At the Trout Creek Project, the following is planned:

- Drill pre-defined drill target on the Joint Exploration area with Newmont Mining.
- Analyze the drill data, and prepare for further exploration in the 2017 season.
- Continue geophysical interpretation of the valley area. Define potential drill targets and develop additional drill targets for remaining field season of 2016.

South Mountain Project, Owyhee County, Idaho

The land package at South Mountain consists of a total of approximately 1,518 acres, consisting of (i) 17 patented claims (326 acres) and 360 acres of private land; (ii) lease on private ranch land (542 acres); and, (iii) 21 unpatented lode mining claims on BLM managed land (290 acres). All holdings are located in the South Mountain Mining District, Owyhee County, Idaho.

The property is located approximately 70 air miles southwest of Boise, Idaho and approximately 24 miles southeast of Jordan Valley, Oregon. It is accessible by highway 95 driving south from the Boise area to Jordan Valley Oregon, then by traveling southeast approximately 22 miles back into Idaho, via Owyhee County road that is dirt and improved to within 4 miles of historic mine site. The last 4 miles up the South Mountain Mine road are unimproved dirt road. The property is accessible year-round to within 4 miles of the property, where the property is accessible from May thru October without plowing snow. There is power to within 4 miles of the site as well. The climate is considered high desert. The Company has water rights on the property, and there is a potable spring on the property that once supplied water to the main camp.

Status of Owyhee Gold Territory (South Mountain Project)

Currently, the project is in a care and maintenance status while new capital is sought. Thunder Mountain Gold continues conducting due diligence with new capital partners, and has narrowed down the number of potential financing partners that they have been working with to continue advancement of South Mountain. Management remains optimistic that a capital partner will be selected in the coming months.

During the second Quarter, there were on-going legal filings with respect to the previously mentioned legal action involving the SMMI and its former partner at South Mountain. Based upon the negotiations among the Parties, they have agreed upon acceptable terms for a settlement and release of any and all Claims the Parties may have against each other.

Property History

The limited historic production peaked during World War II when, based on smelter receipts, the production of direct shipped ore totaled 53,653 tons containing 3,118 ounces of gold, 566,439 ounces of silver, 13,932 pounds of copper, 2,562,318 pounds of lead and 15,593,061 pounds of zinc. In addition to the direct-ship ore, a flotation mill was constructed and operated during the late-1940s and early-1950s. The Company purchased South Mountain Mines Inc. in 2008.

Qualified Person – Edward D. Fields is the Qualified Person as defined by National Instrument 43-101 responsible for the technical data reported in this news release.

This property is without known reserves and the proposed program is exploratory in nature according to Instruction 3 to paragraph (b)(5) of Industry Guide 7. There are currently no permits required for conducting exploration in accordance with the Company`s current board approved exploration plan.

Trout Creek Project, Lander County, Nevada

The Trout Creek pediment exploration gold target is located along the eastern flank of Reese River Valley along the pediment of the Shoshone Range in Lander County, Nevada. The claim package consists of 78 unpatented mining claims (approximately 1560 acres) that are situated along a recognizable structural zone in the Eureka-Battle Mountain mineralized gold trend. In addition to the claims, a joint venture exploration agreement with Newmont Mining covering approximately 25 square miles on which Newmont owns the mineral rights on about half that land package. The mineral rights consist of their ownership of the Continental Railroad sections.

The Project is located approximately 155 air miles northeast of Reno, Nevada, or approximately 20 miles SW of Battle Mountain, Nevada, in Sections 10, 11, 14, 16, 21, 22, 27; T.29N.; R.44E. Mount Diablo Baseline & Meridian, Lander County, Nevada. Latitude: 40 23’ 36” North, Longitude: 117 00’ 58” West. The property is accessible by traveling south from Battle Mountain Nevada on state highway 305, which is paved. The project is generally accessible year round. There is no power, no water other than seasonal surface precipitation and associated streams that flow from the Shoshone Range, and there are no improvements on the property.

The Trout Creek target is based on a regional gravity anomaly on a well-defined northwest-southeast trending break in the alluvial fill thickness and underlying bedrock. Previous geophysical work in the 1980s revealed an airborne magnetic anomaly associated with the same structure, and this was further verified and outlined in 2008 by Company personnel using a ground magnetometer. The target is covered by alluvial fan deposits of unknown thickness shed from the adjacent Shoshone Range, a fault block mountain range composed of Paleozoic sediments of both upper and lower plate rocks of the Roberts Mountains thrust. The geophysical anomaly could define a prospective and unexplored target within a well mineralized region.

All those certain unpatented lode claims situated in Lander County, Nevada, more particularly described as follows below:

Name of Claim	Lander Co. Doc. No.	BLM NMC No.
TC-1	0248677	965652
TC-2	0248678	965653
TC-3	0248679	965654
TC-4	0248680	965655
TC-5	0248681	965656
TC-6	0248682	965657
TC-7	0248683	965658
TC-8	0248684	965659
TC-9	0248685	965660
TC-10	0248686	965661
TC-11	0248687	965662
TC-12	0248688	965663
TC-31	0248707	965682
TC-32	0248708	965683
TC-51	0248727	965702
TC-52	0248728	965703
TC-53	0248729	965704
TC-54	0248730	965705
TC-55	0248731	965706
TC-56	0248732	965707
TC-57	0248733	965708
TC-58	0248734	965709
TC-59	0251576	988946
TC-60	0251577	988947
TC-61	0251578	988948
TC-62	0251579	988949
TC-63	0251580	988950
TC-64	0251581	988951
TC-65	0251582	988952
TC-66	0251583	988953
TC-67	0251584	988954
TC-68	0251585	988955
TC-69	0251586	988956
TC-70	0251587	988957
TC-71	0251588	988958
TC-72	0251589	988959
TC-73	0251590	988960
TC-74	0251591	988961
TC-75	0251592	988962
TC-76	0251593	988963
TC-77	0251594	988964
TC-78	0251595	988965
TC-79	0251596	988966
TC-80	0251597	988967

Name of Claim	Lander Co. Doc. No.	BLM NMC No.
TC-81	0251598	988968
TC-82	0251599	988969
TC-83	0251600	988970
TC-84	0251601	988971
TC-85	0251602	988972
TC-86	0251603	988973
TC-87	0251604	988974
TC-88	0251605	988975
TC-89	0251606	988976
TC-90	0251607	988977
TC-91	0251608	988978
TC-92	0251609	988979
TC-93	0251610	988980
TC-94	0251611	988981
TC-95	0251612	988982
TC-96	0251613	988983

An extensive data package was made available by Newmont to Thunder Mountain Gold, and follow-up fieldwork was undertaken once the agreement was finalized. This fieldwork consisted of mapping the altered and mineralized structures that can be followed through the Shoshone Range. Of importance is that these structures align with the Cortez-Pipeline deposits and the Phoenix deposit (part of the Eureka-Battle Mountain-Getchell Trend).

In addition to the geologic fieldwork, Wright Geophysics conducted a ground gravity survey and CSMAT over the pediment target area and this provided insight into the gravel-bedrock contact as well as defining the favorable structural setting within the buried bedrock. An untested drill target was identified under the gravel pediment along these structures, and the geophysics showed that the bedrock was within a reasonable depth for exploration drilling and potential mining if a significant mineralization is encountered.

In early October 2015, the Company signed an Amendment with Newmont USA Limited that modifies and extends the original Trout Creek Joint Exploration Agreement. The extension allows the Company additional time periods to complete work requirements on the project and reduces the yearly work obligations.

The ongoing exploration field work, including claim maintenance and assessment, is financed by the Company through sales of unregistered common stock funded by the Company through private placements with accredited investors. Future work will be funded in the same manner.

Qualified Person – Edward D. Fields is the Qualified Person as defined by National Instrument 43-101 responsible for the technical data reported in this news release.

There are currently no environmental permits required for the planned exploration work on the property. In the future, a notice of intent may be required with the Bureau of Land Management. This property is without known reserves and the proposed program is exploratory in nature according to Instruction 3 to paragraph (b)(5) of Industry Guide 7.

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

At September 30, 2016, SMMI has accrued payroll of $505,000. These salaries were earned in accordance with the OGT LLC operating agreement and have been recorded on SMMI's books. OGT Management includes SMMI`s Eric Jones, Jim Collord, and Larry Thackery as CFO. These salaries will continue be deferred until a later date.

Results of Operations:

The Company recognized no revenues and had no production for the Nine Months ending September 30, 2016. Total operating expenses for the Nine Months ending September 30, 2016 increased from the same respective time frame ending 2015 by $85,315, up 10.9% in total expenses of $782,947. Exploration expenses for the Nine Months ended September 30, 2016 increased by $23,202 when compared to same period in 2015. Legal and accounting decreased from 2015 by the amount of $41,449 for a total of legal and accounting expenses of $231,396. Management and administrative expense increased by $103,562 or 25.36%, for a total expense of $408,414.

The increase of $85,315 in total expenses is due to the grant of 2,525,000 stock options to purchase shares of common stock under the Stock Incentive Program (SIP) to Directors, Executive Officers and other non-employees' consultants. This resulted in a $175,199 expense to Management and administrative.

The Company still maintains the cost, of South Mountain Mine project, as its own expenses because it is not clear whether SMMI will be reimbursed by OGT. During the Nine Months ending September 30, 2016, the Company has recognized expenses of $472,183 it has expensed into South Mountain Mining, Inc. Included in the total expenditures is $231,000 of deferred payroll and legal fees of $170,657 incurred for the Nine Months ending September 30, 2016.

Liquidity and Capital Resources:

The consolidated financial statements for the period ending September 30, 2016, disclose a 'going concern' qualification to our ability to continue in business. The consolidated financial statements for the period then ended have been prepared under the assumption that we will continue as a going concern. Such assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the consolidated financial statements for the period ended September 30, 2016, we did not have sufficient cash reserves to cover normal operating expenditures for the following 12 months. These factors raise substantial doubt about our ability to continue as a going concern. The consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern.

Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis, to obtain additional financing as may be required, or ultimately to attain profitability. Potential sources of cash, or relief of demand for cash, include additional external debt, the sale of shares of our stock or alternative methods such as mergers or sale of our assets. No assurances can be given, however, that we will be able to obtain any of these potential sources of cash. We currently require additional cash funding from outside sources to sustain existing operations and to meet current obligations and ongoing capital requirements.

Our plans for the long term continuation as a going concern include financing our future operations through sales of our common stock and/or debt and the eventual profitable exploitation of our mining properties. Our plans may also, at some future point, include the formation of mining joint ventures with senior mining company partners on specific mineral properties whereby the joint venture partner would provide the necessary financing in return for equity in the property.

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

- At November 3, 2016, we had $63,918 cash in our bank accounts.
- Management and the Board have not undertaken plans or commitments that exceed the cash available to the Company. We do not include in this consideration any additional investment funds mentioned below.

Management is committed to manage expenses of all types so as to not exceed the on-hand cash resources of the Company at any point in time, now or in the future.

We firmly believe we can outlast the current disruptions in the investment markets and continue to attract investment dollars in coming months and years. The Company will also consider other sources of funding, including potential mergers and/or additional farm-out of some of its exploration properties.

For the period ended September 30, 2016, net cash used for operating activities was $400,543, consisting of net loss of $790,135 for the period ended September 30, 2016, reduced by non-cash expenses and net cash provided by changes in current assets and current liabilities. Cash provided by financing activities for period ended September 30, 2016 totaled $445,000

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 it turns out that we do not have enough money to complete our exploration programs, we will try to raise additional funds from a public offering, a private placement, mergers, farm-outs or loans.

We know that additional financing will be required in the future to fund our planned operations. We do not know whether additional financing will be available when needed or on acceptable terms, if at all. If we are unable to raise additional financing when necessary, we may have to delay our exploration efforts or any property acquisitions or be forced to cease operations. Collaborative arrangements may require us to relinquish our rights to certain of our mining claims.

Private Placement

On February 28, 2015, the Company entered into a subscription agreement with a two individuals whereby the company sold 4,000,000 shares, at US$0.05 per share. There were no warrants associated with the subscriptions. As of March 15, 2015, the Company has issued the 4,000,000 shares under this agreement, and the placement is closed.

On January 18, 2016, Thunder Mountain Gold, Inc. initiated a private offering to purchase, in the aggregate, 6,700,000 shares of common stock. There was no minimum offering. The minimum individual subscription was $25,000 for non-insiders. Participation was limited to six people, most of whom were officers and directors, and two accredited investors. There was no placement agent fee paid in the offering, and no accountable or unaccountable expense allowance. The closing date for the financing was January 22, 2016, and the Company received $285,000 in cash proceeds and $50,000 as a reduction of related party notes payable.

The offering was believed exempt from registration pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(6) the Securities Act of 1933, as amended. The securities offered, sold, and issued in connection with the private placement have not been or are not registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from the registration requirements.

Subsequent Events

On October 27, 2016 at the Company decided to terminate the exploration agreement with Newmont Mining Corporation (“Newmont”) on the Trout Creek Project. The reason for the decision was to concentrate the Company’s finances'.

On November 4, 2016, a motion was filed in Fourth District Court of Idaho Dismissing the previously mentioned Complaint, Case No. CV OC 1510506 (the “Lawsuit”), regarding *Idaho State Gold Co. II (ISGC II or ISGC), LLC, an Idaho limited liability company;and, Owyhee Gold Territory, LLC (OGT), an Idaho limited liability company v. Thunder Mountain Gold, Inc. a Nevada corporation*, et al. The Complaint also named South Mountain Mines, Inc. (SMMI) and Thunder Mountain Resources, both of which are wholly-owned subsidiaries of the Company. Based upon the negotiations among the Parties, they have agreed upon acceptable terms for a settlement and release of any and all Claims the Parties may have against each other.

Under the terms of the settlement, SMMI will manage and retain 75% ownership in the OGT, with ISGC II retaining 25% ownership but no management control. OGT will be managed by SMMI under a new operating agreement signed by both parties, and will exist as a holding company, with the real assets taken out and advanced by SMMI under an industry standard Mining Lease with Option to Purchase Agreement. OGT will retain a capped five-million dollar ($5,000,000) Net Returns Royalty, paid quarterly at 5% of the net profits of the project when it begins producing. There is also a $5,000 per year lease payment due to OGT. The lease purchase and ISGC II`s 25% interest in OGT sunsets upon the payment of $5,000,000 to OGT.

Contractual Obligations

During 2008 and 2009, three lease arrangements were made with land owners that own land parcels adjacent to the Company's South Mountain patented and unpatented mining claims. The leases were for a seven-year period, with options to renew, with annual payments (based on $20 per acre) listed in the following table. The leases have no work requirements.

Contractual obligations	**Payments due by period**				
	Total*	**Less than 1 year**	**2-3 years**	**3-5 years**	**More than 5 years**
Acree Lease (yearly, June)(1)	$9,040	$2,260	$4,520	$2,260	-
Lowry Lease (yearly, October)(1)(2)	$30,160	$7,540	$15,080	$7,540	-
Herman Lease (yearly, April)	$ 5,600	$1,120	$2,240	$2,240	-
Total	$44,800	$10,920	$21,840	$12,040	-

(1) Amounts shown are for the lease periods years 4 through 7, a total of 1 years that remains after 2013, the second year of the lease period.
(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.

Critical Accounting Policies

We have identified our critical accounting policies, the application of which may materially affect the financial statements, either because of the significance of the financials 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.

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).

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.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings.

None.

Item 1A. Risk Factors.

Not required for smaller reporting companies.

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

On February 28, 2015, the Company entered into a subscription agreement with a two individuals whereby the company sold 4,000,000 shares at US $0.05 per share. There were no warrants associated with the subscriptions. The Company received $200,000 in gross proceeds from the Private Placement. As of March 15, 2015, the Company has issued the 4,000,000 shares under this agreement, and the placement is closed.

Under Rule 501(a) of Regulation D, these units were sold to "accredited investors" which within the meaning of section 2(15) of the Act and Rule 501, et seq. of Regulation "D", these transactions are intended to be exempt from registration under the Act by virtue of section 4(2) of the Act and the provisions of Rule 506 of Regulation D as promulgated thereunder.

On January 18, 2016, Thunder Mountain Gold, Inc. initiated a private offering for an aggregate, 6,700,000 shares of common stock. Participation was limited to six people, most of whom were officers and directors, and two accredited investors. There was no placement agent fee paid in the offering, and no accountable or unaccountable expense allowance. The Company sold 5,700,000 shares of common stock at a rate of $0.05 for $285,000 in cash. In addition, Mr. Jones and Mr. Collord exchanged $50,000 of their notes outstanding (see Note 4) into 1,000,000 shares of common stock at the same rate of $0.05 per share. There were no warrants issued with the shares.

During July of 2016, Company received subscriptions from the exercising of outstanding warrants. These warrants were issued as part of the units sold during the previously announced Private Placement that closed on November 24, 2014. These warrants were 18-month warrants, and set to expire on May 24, 2016, but were extended for six additional months to November 24, 2016, and also discounted from the issued strike price of $0.15 down to $0.10 On May 12, 2016, the Company extended the expiration date of five million (5,015,000) outstanding warrants issued during 2014 for an additional 6 months (November 24, 2016). The Company also reduced the exercise price from $0.15 to $0.10.

The quarter ended September 30, 2016, the Company received subscriptions from the exercising of outstanding warrants. Certain warrant holders exercised 1,425,000 warrants for shares of common stock at a price of $0.10 per share for proceeds of $142,500. There was no placement agent fee paid in warrant exercise, and no accountable or unaccountable expense allowance.

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.

During the three months ended September 30, 2016, 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:

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

101* The following financial information from our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) Consolidated Notes to Financial Statements

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.

/s/ Eric T. Jones
By ______________________________
Eric T. Jones
President and Chief Executive Officer
Date: November 14, 2016

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.

/s/ Larry Thackery
By ______________________________
Larry Thackery
Chief Financial Officer
Date; November 14, 2016