

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 March 31, 2017  
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

(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)

(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 April 21, 2017: 54,680,579

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**PART I – FINANCIAL INFORMATION**

**Item 1: Financial Statements**

**Thunder Mountain Gold, Inc.  
Consolidated Balance Sheets**

*March 31, 2017 and December 31, 2016*

	<i>(Unaudited)</i> March 31, 2017	December 31, 2016
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 14,233	\$ 108,184
Prepaid expenses and other assets	20,384	33,903
<b>Total current assets</b>	<b>34,617</b>	<b>142,087</b>
Property and Equipment:		
Land	280,333	280,333
Equipment, net of accumulated depreciation of \$37,617 and \$15,047, respectively	196,348	218,918
<b>Total property and equipment</b>	<b>476,681</b>	<b>499,251</b>
Mineral interests (Note 3)	479,477	479,477
<b>Total assets</b>	<b>\$ 990,775</b>	<b>\$ 1,120,815</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 63,310	\$ 86,813
Accrued related party liability (Note 5)	181,313	181,313
Accrued interest payable to related parties (Note 4)	20,957	17,723
Deferred payroll (Note 5)	646,500	568,500
Related party notes payable (Note 4)	126,576	126,576
<b>Total current liabilities</b>	<b>1,038,656</b>	<b>980,925</b>
Accrued reclamation costs (Note 3)	65,000	65,000
<b>Total liabilities</b>	<b>1,103,656</b>	<b>1,045,925</b>
Commitments and Contingencies (Notes 2 and 3)		
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, 54,680,579 shares issued and outstanding	54,681	54,681
Additional paid-in capital	5,404,070	5,350,513
Less: 11,700 shares of treasury stock, at cost	(24,200)	(24,200)
Accumulated deficit	(5,726,134)	(5,484,806)
<b>Total Thunder Mountain Gold, Inc stockholders' equity (deficit)</b>	<b>(291,583)</b>	<b>(103,812)</b>
Noncontrolling interest in Owyhee Gold Trust (Note 3)	178,702	178,702
<b>Total stockholders' equity (deficit)</b>	<b>(112,881)</b>	<b>74,890</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 990,775</b>	<b>\$ 1,120,815</b>

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

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

	Three Months Ended March 31,	
	<u>2017</u>	<u>2016</u>
Operating expenses:		
Exploration	\$ 49,151	\$ 45,505
Legal and accounting	30,504	109,562
Management and administrative	135,808	69,745
Depreciation	<u>22,570</u>	<u>-</u>
Total operating expenses	<u>238,033</u>	<u>224,812</u>
Other income (expense):		
Interest expense, related parties	(3,233)	(3,779)
Miscellaneous income (expense)	<u>(62)</u>	<u>-</u>
Total other income (expense)	<u>(3,295)</u>	<u>(3,779)</u>
<b>Net Loss</b>	(241,328)	(228,591)
Net Income (loss) – noncontrolling interest in Owyhee Gold Trust	-	-
Net Loss – Thunder Mountain Gold, Inc.	<u>\$ (241,328)</u>	<u>\$ (228,591)</u>
Net Loss per common share-basic and diluted	<u>\$ Nil</u>	<u>\$ Nil</u>
Weighted average common shares outstanding-basic and diluted	<u>54,680,579</u>	<u>49,654,362</u>

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

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

	Three Months Ended March 31,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$ (241,328)	\$ (228,591)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	22,570	
Stock options issued for services	53,557	
Change in:		
Prepaid expenses and other assets	13,519	12,240
Accounts payable and other accrued liabilities	(23,503)	(38,051)
Accrued related party liability	-	3,779
Accrued interest payable to related parties	3,234	11,070
Deferred payroll	78,000	75,000
Net cash used by operating activities	(93,951)	(164,553)
Cash flows from financing activities:		
Proceeds from sale of common stock	-	235,000
Payments on related parties notes payable	-	(7,500)
Net cash provided by financing activities	-	227,500
Net increase (decrease) in cash and cash equivalents	(93,951)	62,947
Cash and cash equivalents, beginning of period	108,184	12,143
<b>Cash and cash equivalents, end of period</b>	<b>\$ 14,233</b>	<b>\$ 75,090</b>
<b>Noncash financing and investing activities:</b>		
Common stock issued for payment of related parties notes payable	\$ -	\$ 50,000
Sale of common stock in exchange for stock subscription receivable	-	50,000

*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 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 March 31, 2017 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. If the going concern basis was not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

### Reclassifications

Certain reclassifications have been made to conform prior year’s data to the current presentation. These reclassifications have no effect on previously reported operations, stockholders’ equity (deficit) or cash flows.

### Principles of Consolidation

The consolidated financial statements include the accounts of the Company; its wholly owned subsidiaries, Thunder Mountain Resources, Inc. and South Mountain Mines, Inc.; and, effective November 6, 2016, a company in which the Company has majority control, Owyhee Gold Trust, LLC (“OGT”). Intercompany accounts are eliminated in consolidation.

The Company has established 75% ownership and full management of OGT. Thus, OGT’s financial information is included 100% in the Company’s consolidated financial statements since November 6, 2016. The Company’s consolidated financial statements reflect the other investor’s 25% non-controlling, capped interest in OGT. Due to the status of the Company’s investment both before and after the Settlement Agreement, management determined that the settlement should be accounted for as a transaction between companies under common control. See Note 3 for further information.

### Accounting Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The more significant areas requiring the use of management estimates and assumptions include the carrying value of properties and mineral interests, environmental remediation liabilities, deferred tax assets, stock based compensation and the fair value of financial and derivative instruments. Management’s estimates and assumptions are based on historical experience and other assumptions believed to be reasonable under the circumstances. Actual results could differ from those estimates.

### Cash and cash equivalents

For the purposes of the balance sheet and statement of cash flows, the Company considers all highly liquid investments with a maturity of three months or less when purchased to be a cash equivalent.

### Income Taxes

The Company recognizes deferred income tax liabilities or assets at the end of each period using the tax rate expected to be in effect when the taxes are actually paid or recovered. A valuation allowance is recognized on deferred tax assets when it is more likely than not that some or all of the deferred tax assets will not be realized.

### Fair Value Measurements

When required to measure assets or liabilities at fair value, the Company uses a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used. The Company determines the level within the fair value hierarchy in which the fair value measurements in their entirety fall. The categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. Level 1 uses quoted prices in active markets for identical assets or liabilities, Level 2 uses significant other observable inputs, and Level 3 uses significant unobservable inputs. The amount of the total gains or losses for the period are included in earnings that are attributable to the change in unrealized gains or losses relating to those assets and liabilities still held at the reporting date. The Company has no financial assets or liabilities that are adjusted to fair value on a recurring basis.

### Financial Instruments

The Company's financial instruments include cash and cash equivalents and related party notes payable the carrying value of which approximates fair value based on the nature of those instruments.

### Mineral Interests

The Company capitalizes costs for acquiring mineral interests and expenses costs to maintain mineral rights and leases as incurred. Exploration costs are expensed in the period in which they occur. Should a property reach the production stage, these capitalized costs would be amortized using the units-of-production method on the basis of periodic estimates of ore reserves. Mineral properties are periodically assessed for impairment of value and any subsequent losses are charged to operations at the time of impairment. If a property is abandoned or sold, its capitalized costs are charged to operations.

### 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. See Note 3 regarding the Company's accounting for its investment in Owyhee Gold Trust, LLC,

### Reclamation and Remediation

The Company's operations have been, and are subject to, standards for mine reclamation that have been established by various governmental agencies. The Company would record the fair value of an asset retirement obligation as a liability in the period

in which the Company incurred a legal obligation for the retirement of tangible long-lived assets. A corresponding asset would also be recorded and depreciated over the life of the asset.

After the initial measurement of the asset retirement obligation, the liability is adjusted at the end of each reporting period to reflect changes in the estimated future cash flows underlying the obligation.

Determination of any amounts recognized upon adoption is based upon numerous estimates and assumptions, including future retirement costs, future inflation rates and the credit-adjusted risk-free interest rates.

For non-operating properties, the Company accrues costs associated with environmental remediation obligations when it is probable that such costs will be incurred and they are reasonably estimable. Such costs are based on management's estimate of amounts expected to be incurred when the remediation work is performed.

### Share-Based Compensation

Share-based payments to employees and directors, including grants of employee stock options, are measured at fair value and expensed in the statement of operations over the vesting period.

### Recent Accounting Pronouncements

In November 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2015-17 Income Taxes - Balance Sheet Classification of Deferred Taxes (Topic 740). The update is designed to reduce complexity of reporting deferred income tax liabilities and assets into current and non-current amounts in a statement of financial position. ASU No. 2015-17 requires the presentation of deferred income taxes, changes to deferred tax liabilities and assets be classified as non-current in the statement of financial position. The update is effective for fiscal years beginning after December 15, 2016. The adoption of this update on January 1, 2017 had no impact on the consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09 Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting. The update simplifies the accounting for stock-based compensation, including income tax consequences and balance sheet and cash flow statement classification of awards. The update is effective for fiscal years beginning after December 15, 2016, with early adoption permitted. The adoption of this update on January 1, 2017 had no impact on the consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15 Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments. The update provides guidance on classification for cash receipts and payments related to eight specific issues. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years, with early adoption permitted. The Company is currently evaluating the impact of implementing this update on the consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01 Business Combinations (Topic 805): Clarifying the Definition of a Business. The update clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The update is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company will apply the provisions of the update to potential future acquisitions occurring after the effective date.

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 March, 2017 and 2016, potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive are:



<u>For period ended March 31,</u>	<u>2017</u>	<u>2016</u>
Stock options	5,115,000	3,990,000
Warrants	-	4,365,000
<b>Total possible dilution</b>	<b><u>5,115,000</u></b>	<b><u>8,355,000</u></b>

## 2. Commitments

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 originally for a seven-year period, with annual payments based on \$20 per acre. The leases were renewed for an additional 10 years at \$30 per acre paid annually, these payments are listed in the table below. The lease payments have no work requirements.

	<u>Annual Payment</u>
Acree Lease (June)	\$ 3,390
Lowry Lease (October)	11,280
Herman Lease (April)	1,680
<b>Total</b>	<b><u>\$16,350</u></b>

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.

On October 27, 2016, the Company decided to terminate the exploration agreement with Newmont in order to concentrate on the Company's finances. The Company still retains 78 unpatented claims (1,600 acres) in Trout Creek of the target area. The Company pays annual fees to BLM of \$3,255 and Lander County \$940 fees in maintaining the project.

See Note 3 regarding royalty requirements for the South Mountain Project.

## 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. In 2015 and through November 2016, disagreements between SMMI and ISGC II resulted in litigation about the status of OGT. In November 2016, the parties entered into a Settlement Agreement and Release ("Settlement Agreement") that resolved outstanding disagreements and provided for a new operating agreement with the following key terms:

- SMMI and ISGC II have 75% and 25% ownership, respectively, in the OGT;
- Under a new OGT operating agreement, SMMI is the sole manager and all expenses for exploration of the property are to be paid by SMMI;
- SMMI and OGT also entered into a separate Mining Lease with Option to Purchase ("Lease Option") under which SMMI has an option to purchase the South Mountain mineral interest for a capped \$5 million less royalties paid through the date of exercise. The option expires in November 2026. If SMMI exercises the option, the option payment \$5 million less advance royalties will be distributed 100% to ISGC II.
- The Lease Option requires SMMI to pay OGT an annual advanced royalty of \$5,000 on or before November 5 annually. Once in production, SMMI will pay OGT a 5% net returns royalty. Upon exercise of the option, all royalty payments terminate. The royalty payments received by OGT from SMMI are to be distributed 100% to ISGC II. SMMI will not share the royalty income.
- The OGT operating agreement provides that during the lease period when the aggregate amount of distributions to ISGC II for royalties and capped option payment equals \$5,000,000, ISGC II's membership interest in OGT is to be completely and fully liquidated.

During 2015 and through the settlement date (November, 6, 2016), the Company managed the South Mountain mineral interests and recognized expenses as Company expenses.

#### **4. Related Parties Notes Payable**

At January 1, 2016, the Company had notes payable balances of \$84,268 and \$86,808 with Eric Jones, the Company's President and Chief Executive Officer and Jim Collard, the Company's Vice President and Chief Operating Officer, respectively.

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 Collard and Eric Jones exchanged \$25,000 each of their related notes payables for a total of 1 million shares. On November 15, 2016, Jim Collard exchanged an additional \$2,000 to exercise warrants and received 20,000 shares of common stock.

On July 8, 2016, the Company executed two new promissory notes payable to Eric Jones and Jim Collard. The amount of the notes was \$15,000 and \$10,000, respectively, for a total of \$25,000. The terms of these note are a 2% interest rate accrued per month for a term of two months.

During the year ended December 31, 2016, the Company paid \$17,500 on Mr. Jones' outstanding note balance.

At March 31, 2017 and December 31, 2016, the notes payable balances were \$56,768 and \$69,808 for Mr. Jones and Mr. Collard, respectively. At March 31, 2017, accrued interest payable balances were \$9,965 and \$10,992 for Mr. Jones and Mr. Collard, respectively. At December 31, 2016, accrued interest payable balances were \$8,516 and \$9,207 for Mr. Jones and Mr. Collard, respectively. These notes, as amended, are due December 31, 2017.

#### **5. Related Party Transactions:**

Three of the Company's officers are deferring compensation for services. At March 31, 2017, the amounts due them are as follows: Eric Jones - \$260,000 (December 31, 2016 - \$230,000), James Collard - \$260,000 (December 31, 2016 - \$230,000), and Larry Thackery, Chief Financial Officer - \$126,500 (December 31, 2016 - \$108,500). Compensation expense for services performed by these related parties was \$78,000 and \$78,000 during the quarters ended March 31, 2017 and 2016, respectively.

In addition to the related parties 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. Baird had no legal expenses for the quarter ended March 31, 2017. At March 31, 2017 and December 31, 2016, the amounts due to Baird are \$181,313 and \$181,313, 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.

In January 2016, 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. Collard 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 4,365,000 outstanding warrants issued during 2014 for an additional six months to November 24, 2016. The Company also reduced the exercise price from \$0.15 to \$0.10.

In 2016, warrant holders exercised 3,590,000 warrants for shares of common stock at a price of \$0.10 per share for proceeds of \$359,000. In addition, warrants for 203,030 shares of common stock were exercised at \$0.10 in exchange for accounts payable balances totaling \$20,434. As disclosed in Note 4, Jim Collard exercised warrants for 20,000 shares of common stock in exchange for a \$2,000 payment towards his note payable balance. For the period ending on March 31, 2017 the Company has no outstanding warrants.

## 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 March 21, 2017 the Company, granted 600,000 stock options to three Directors of the Company. The options are exercisable on or before March 31, 2022 at a price of \$0.10 for 200,000 shares, and at a price of \$0.09 for the remaining 400,000 shares. After this grant, the Company has 5,115,000 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 \$53,557 using the Black Scholes model. The options were fully vested upon grant and recognized as compensation expense for the quarter ended March 31, 2017.

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

# of Options	600,000
Stock price	\$0.09
Exercise price	\$0.09 to \$0.10
Expected volatility	235.5%
Expected dividends	-
Expected terms (in years)	5.0
Risk-free rate	1.96%

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

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>
Outstanding and exercisable at December 31, 2015	3,990,000	0.17
Expired	(2,000,000)	(0.27)
Granted	2,525,000	0.10
Outstanding and exercisable at December 31, 2016	4,515,000	\$ 0.08
Granted	600,000	0.09
Outstanding and exercisable at March 31, 2017	<u>5,115,000</u>	<u>\$0.09</u>

The average remaining contractual term of the options outstanding and exercisable at March 31, 2017 was 3.45 years. As of March 31, 2017, options outstanding and exercisable had no aggregate intrinsic value.

## **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 first quarter of 2017, as metals commodity markets seem to have improved during this period. Equity markets may strengthen periodically in response to favorable price movements in certain metals during 2017, 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 2017 are for stabilizing precious metals markets, along with stable prices for zinc, copper and lead.

The Company continued to operate on a limited budget during 2016 while funding the maintenance of the South Mountain Project during which additional financing is being sought for the Project. The Company's plan of operation for the next twelve months, subject to business conditions, will be to continue to develop the South Mountain Project and complete an industry standard Economic Analysis. The Company is reviewing proposals from various mining industry consultants that have the capabilities of completing the economic analysis. Work on the Trout Creek Project will also continue in 2017, although the South Mountain Project will still remain the focus.

On March 5, 2017, Mr. Paul Beckman was added to the Board of Directors of the Company. Mr. Beckman is a valued shareholder, and energetic supporter of the Company.

### **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.

### **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.

<b>Metal</b>	<b>Grade</b>	<b>Total Metal</b>
Gold	0.058 opt	3,120 ozs
Silver	10.6 opt	566,440 ozs
Copper	1.4%	1,485,200 lbs
Lead	2.4%	2,562,300 lbs
Zinc	14.5%	15,593,100 lbs

***Anaconda Crude Ore Shipments: 1941-1953 Total Tons: 53,653***

South Mountain Mines Inc. controlled the patented claims from 1975 to the time the Company purchased the entity in 2007. They conducted extensive exploration work including extending the Sonneman Level by approximately 1,500 feet to intercept the down-dip extension of the Texas sulfide mineralization mined on the Laxey Level approximately 400 feet up-dip from the Sonneman. High grade sulfide mineralization was intercepted on the Sonneman Extension. In 1985 South Mountain Mines Inc. completed a feasibility study based on polygonal ore blocks exposed in the underground workings and drilling. This resulted in a historic resource of approximately 470,000 tons containing 23,500 ounces of gold, 3,530,000 ounces of silver, 8,339,000 pounds of copper, 13,157,000 pounds of lead and 91,817,000 pounds of zinc. Although they determined positive economics, the project was shut down and placed into care and maintenance.

In 2008, the Company engaged Kleinfelder, Inc., a nationwide engineering and consulting firm, to complete a technical report “Resources Data Evaluation, South Mountain Property, South Mountain Mining District, Owyhee County, Idaho”. The technical report was commissioned by Thunder Mountain Resources, Inc. to evaluate all the existing data available on the South Mountain property. Kleinfelder utilized a panel modeling method using this data to determine potential mineralized material remaining and to make a comparison with the resource determined by South Mountain Mines in the mid-1980s.

Additional drilling and sampling will be necessary before the resource can be classified as a mineable reserve, but Kleinfelder’s calculations provided a potential resource number that is consistent with South Mountain Mines’ (Bowes 1985) reserve model.

Late in 2009, the Company contracted with Northwestern Groundwater & Geology to incorporate all the new drill and sampling data into an NI 43-101 Technical Report. This report was completed as part of the Company’s dual listing on the TSX Venture Exchange in 2010. The NI 43-101 can be reviewed on the Company’s website at [www.thundermountaingold.com](http://www.thundermountaingold.com), or on [www.SEDAR.com](http://www.SEDAR.com).

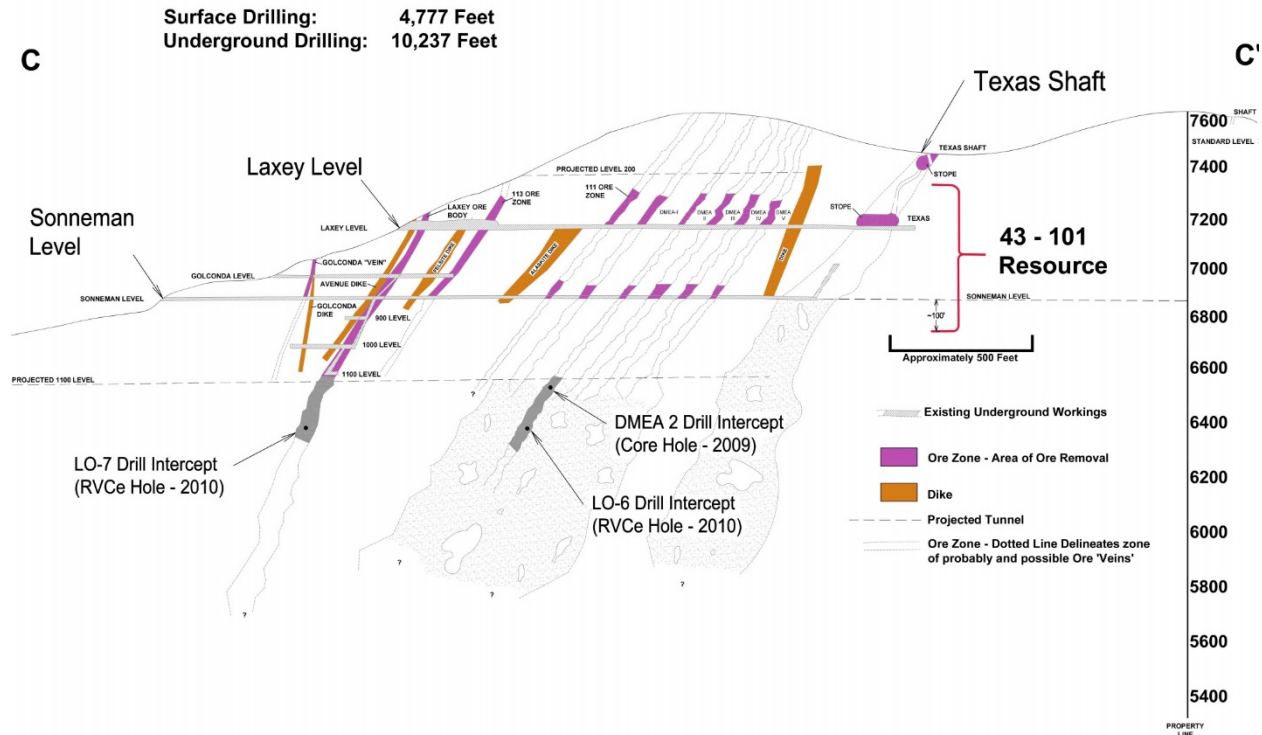
**2012 through 2017 Highlights of South Mountain drilling and development work:**

The assay results from 2012 through 2014 pre-development work confirm that there is significant upside to the resource. The results further reinforce the exceptional continuity of high-grade zinc/silver mineralization at South Mountain along the strike of the well-mineralized trend. Both the upper Texas and the DMEA ore shoots were drilled to define the continuity of up- and down-dip sulfide mineralization. Although additional definition drilling is necessary, positive results showed excellent grades and continuity. Additionally, the Sonneman and Laxey levels of the mine were opened and refurbished, with 2,700 feet of 14 X 14 foot development-ready drifts and drill stations developed on the Sonneman level, along with 720 feet of 10’ X 10’ drift rehabilitation on the Laxey Level.

Underground core holes DM2UC13-13 through DM2UC13-18 have further confirmed the continuity of the DMEA down-dip, enabling the connection between the open visible massive sulfide on the Sonneman, with the earlier core hole intercept drilled some 400 feet below the Sonneman Level from the surface.

Management is very encouraged with the positive drilling results at South Mountain. With the drift rehabilitation underground, tremendous down dip potential of these high grade zinc, silver, gold, copper, and lead zones, has emerged, with polymetallic mineralization that could be incorporated into the early years of the South Mountain mine plan. Given the associated economic upside of such a scenario, the Company plans to aggressively delineate the full extent of the mineralization at South Mountain.

## Section C-C' Showing Ore Zones & Approximately 8,000 Feet of Underground Workings



**Figure 2. Typical long section along strike showing the orientation of the massive sulfide replacement zones at South Mountain, along with and in relation to the two main drifts.**

Assays show that rib sampling on the Sonneman reported during the development of the Sonneman Level during 2012-2013 several massive sulfide mineralized zones were mined through. **HIGHLIGHT: Rib Sample Results on Sonneman: 80 Feet of 21.9% Zinc, 0.147 opt Gold, 4.76 opt Silver, 0.38% Copper and 0.51% Lead.**

Detailed rib sampling along some of these massive sulfide zones yielded the following results:

Location / Ore Shoot	Mineralized Length (Feet)	Drift Station (ft)	Gold (ozs/ton)	Silver (ozs/ton)	Zinc	Copper	Lead
DMEA 2	80	2100	0.147 opt	4.76 opt	21.9%	0.38%	0.51%
DMEA 3	15	2200	0.354 opt	5.63 opt	20.2%	2.71%	0.60%
Muck Bay 4	30	1480	0.005 opt	6.30 opt	1.9%	1.00%	0.50%
Muck Bay 4 B	15	1500	0.005 opt	6.71 opt	14.1%	2.30%	0.59%
Muck Bay 3	30	1078	Tr	6.23 opt	7.5%	0.36%	3.77%
Laxey Shaft Rind	25	778	0.02 opt	15.0 opt	18.5%	0.41%	1.03%

**Note: Sample channel lengths were 5 to 10 feet. All samples were analyzed by ALS Chemex.**

A detailed underground fan drilling program commenced as soon as the surface drilling program was completed. Drilling on the DMEA 2 and Texas Ore Shoot were planned in order to define a mineable resource, but unfortunately the program was terminated after the first fan was drilled in the DMEA 2 down dip target. The results of the drilling are summarized below:

DMEA 2 Core Hole	Length	Dip	Intercept Footage	Gold	Silver	Zinc	Copper	Lead
DM2UC13-13	329	-24	162-184 (22)	0.086 opt	4.72 opt	12.31%	0.48%	1.56%
DM2UC13-14	363	-17	163.5-256.5 (93)	.082 opt	12.77 opt	13.79%	0.45%	7.07%
DM2UC13-14			301-331 (30)	0.127 opt	3.17 opt	14.46%	0.29%	0.67%
DM2UC13-15	298	-31	98-108 (10)	0.01 opt	6.84 opt	8.30%	1.88%	0.16%
DM2UC13-16	306	-36	85-111 (26)	0.01 opt	5.40 opt	3.89%	1.55%	0.34%
DM2UC13-17	347	-12	210-322 (112)	0.07 opt	2.31 opt	9.84%	0.36%	0.28%
DM2UC13-18	347	-47	95-103 (8)	Tr	0.53 opt	2.60%	minor	0.28%

*Results from the first drill fan testing the down dip extension of the historic DMEA ore zones.*

More than 15,000 feet (4,500 meters) have been drilled at South Mountain and included in the model. The South Mountain historic ore zones remain open down-dip on all of the zones encountered (see Figure 2). The continuing drilling successes proves that the South Mountain resource continues to grow with potential to increase the resource substantially. A new resource estimate for South Mountain is expected to be ready in September 2017. SRK Consulting has been engaged in April to complete the PEA at South Mountain.

Two rigs are planned for extending the South Mountain resource, and testing the high-priority historic ore zones. One core drill will begin on the DMEA to complete the confirmation and extensional drilling, while the other core drill will focus primarily on the Texas zone to extend resources at depth beyond the current inferred resource area. In Addition, bulk samples will be mined for metallurgical test work, which will be orchestrated in part by SRK Consulting.

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 gold exploration project is a pediment target located along the western flank of the Shoshone Mountain Range in the Reese River Valley 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. Thunder Mountain had a joint venture agreement with Newmont Mining on some of their adjoining mineral rights sections, but on October 27, 2016 the Company terminated the exploration agreement with Newmont Mining Corporation in order to concentrate their efforts on the South Mountain Project. The Company retained the 78 claim package by paying annual fees to BLM of \$3,255 and Lander County \$940 fees.

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 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 generally 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.

An extensive data package on the area was made available by Newmont to Thunder Mountain Gold during the joint exploration agreement period (2011-2016) that significantly enhanced the target area. This, along with fieldwork consisting of mapping and sampling 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). Thunder Mountain Gold terminated the joint exploration agreement with Newmont in 2016.

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.

Thunder Mountain Gold plans to conduct further exploration in 2017 on this attractive pediment gold target. The Company anticipates that funding will be available during the 2017 season and one or two reverse circulation holes can test the bedrock beneath the gravel along the mineralized structures. A detailed list of claims controlled by the Company can be found in the Company's Form 10K filed on Edgar.

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 or through a strategic partnership with another mining company.

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**

Thunder Mountain Gold, Inc. is an exploration stage company. The Company competes 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 March 31, 2017, SMMI has deferred payroll of \$646,500. 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 to be deferred until a later date.



## **Results of Operations:**

The Company recognized no revenues and had no production for the quarter ending March 31, 2017. Total operating expenses for the quarter ending March 31, 2017 of \$238,033 increased from the same respective time frame ending 2016 by \$13,221 or 5.5% in total expenses. Exploration expenses for the quarter ended March 31, 2017 increased by \$3,646 when compared to same period in 2016. Legal and accounting costs decreased from 2016 by \$79,058 for a total of legal and accounting expenses of \$30,504. Management and administrative expense increased by \$66,063 or 49%, mostly due to stock options valued at \$53,577 issued to our directors.

On November 6, 2016, the Company entered a Settlement Agreement between ISGC II and, SMMI, regarding the Owyhee Gold Territory LLC (OGT). Under the terms of this agreement equipment assets were transferred to SMMI resulting in the Company recognizing depreciation expense of \$22,570 for the period ending March 31, 2017.

## **Liquidity and Capital Resources:**

The consolidated financial statements for the period ending March 31, 2017, 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 March 31, 2017, 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 April 21, 2017, we had \$2,174 cash in our bank accounts.
- Management and the Board have undertaken plans or commitments that exceeds the cash on hand in the Company. The Company does not include in this statement 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 March 31, 2017, net cash used for operating activities was \$93,951, consisting of net loss of \$241,328 for the period ended March 31, 2017, reduced by non-cash expenses and net cash provided by changes in current assets and current liabilities.

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 April 25, 2017, the Company's shareholders approved three proposals at their Annual Meeting. (1) elected each of the eight director nominees set forth below to serve one-year terms, expiring at the next Annual Meeting of Shareholders; (2) ratified and reapproved the Stock Option Plan; and, (3) ratified and reapproved the appointment of DeCoria, Maichel & Teague as independent auditors.

#### **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.

<b>Contractual obligations</b>	<b>Payments due by period</b>				
	<b>Total*</b>	<b>Less than 1 year</b>	<b>2-3 years</b>	<b>4-5 years</b>	<b>More than 5 years</b>
Acree Lease (yearly, June)(1)	\$27,120	\$3,390	\$6,780	\$6,780	\$10,170
Lowry Lease (yearly, October)(1)(2)	\$90,240	\$11,280	\$22,560	\$22,560	\$33,840
Herman Lease (yearly, April) (1)	\$ 15,120	\$1,680	\$3,360	\$3,360	\$6,720
OGT LLC <sup>(3)</sup>	\$50,000	\$5,000	\$10,000	\$10,000	\$25,000
<b>Total</b>	<b>\$182,480</b>	<b>\$21,350</b>	<b>\$42,700</b>	<b>\$42,700</b>	<b>\$75,730</b>

(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. Lease was extended an additional 10 years at \$30/acre.

- (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 Companies 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 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 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.

### **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.

#### **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 October 3, 2013, the Board of Directors approved a Private Placement financing of up to 5,000,000 units of the Company (“Unit”) at a price of \$0.05 per Unit for gross proceeds of up to \$250,000. Each Unit consists of one share of the Company’s common stock and one-half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one additional share of common stock of the Company at a price of \$0.15 for a period of 18 months.

Pursuant to a Selling Agreement, the Selling Agent was entitled to compensation in the following form: (a) a cash commission equal to 10% of the price of the Units sold. At December 31, 2014, \$1,500 in commissions was accrued based on the sale of 300,000 shares; (b) an additional cash commission of 10% of gross proceeds received from the exercise of Warrants issued as part of such Units or any other equity investment made by investors introduced by the Agent within a 24-month period following closing; and (c) non-transferable broker warrants to purchase a number of additional Units equal to 5% of Units sold by the Agent in the initial offering. The Agent Warrants will have the same exercise price and otherwise be on the same terms as the Warrants. At December 31, 2014, 15,000 agent warrants were issued.

As of December 31, 2014, the Company received \$460,000 in gross proceeds from the Private Placement, issuing a total 9,240,000 in common stock and 4,620,000 warrants.

On December 1, 2013, the Company converted a note payable to Rolf Hess in the amount of \$20,000 for a total of 400,000 shares of common stock and 200,000 warrants.

On February 28, 2015, the Company entered into a subscription agreement with 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 sell, 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 \$335,000 in total proceeds.

### **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 March 31, 2017, 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 March 31, 2017 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: May 15, 2017

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; May 15, 2017