

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, 2019  
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)

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

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

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

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

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

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

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

Yes  No

Number of shares of issuer's common stock outstanding at October 21, 2019: 60,145,579

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**PART I – FINANCIAL INFORMATION**

**Item 1 – Financial Statements**

**Thunder Mountain Gold, Inc.**  
**Consolidated Balance Sheets (Unaudited)**  
*September 30, 2019 and December 31, 2018*

	September 30, 2019	December 31, 2018
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 47,344	\$ 3,710
Prepaid expenses and other assets	28,951	29,425
<b>Total current assets</b>	<b>76,295</b>	<b>33,135</b>
Property and Equipment:		
Land	280,333	280,333
Equipment, net of accumulated depreciation of \$148,626 and \$124,384, respectively	33,979	58,221
<b>Total property and equipment</b>	<b>314,312</b>	<b>338,554</b>
Investment in equity security, at fair value (Note 4)	1,612,055	-
Mineral interests (Note 3)	-	479,477
<b>Total assets</b>	<b>\$ 2,002,662</b>	<b>\$ 851,166</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 113,697	\$ 138,092
Accrued related party liability (Note 7)	241,685	241,685
Accrued interest payable to related parties (Note 6)	68,919	52,787
Deferred officer compensation (Note 7)	1,063,500	1,041,500
Related parties notes payable, (Note 6)	126,576	126,576
<b>Total current liabilities</b>	<b>1,614,377</b>	<b>1,600,640</b>
Accrued reclamation costs	65,000	65,000
<b>Total liabilities</b>	<b>1,679,377</b>	<b>1,665,640</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, 60,145,579 and 57,645,579 shares issued and outstanding, respectively	60,146	57,646
Additional paid-in capital	6,176,576	5,811,988
Less: 11,700 shares of treasury stock, at cost	(24,200)	(24,200)
Accumulated deficit	(6,062,939)	(6,833,610)
<b>Total Thunder Mountain Gold, Inc stockholders' equity (deficit)</b>	<b>149,583</b>	<b>(988,176)</b>
Noncontrolling interest in Owyhee Gold Trust (Note 3)	173,702	173,702
<b>Total stockholders' equity (deficit)</b>	<b>323,285</b>	<b>(814,474)</b>
<b>Total liabilities and stockholders' equity (deficit)</b>	<b>\$ 2,002,662</b>	<b>\$ 851,166</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 September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>Revenues:</b>				
Gain on mineral interest	\$ -	-	1,504,398	-
Management service income	75,000	-	125,000	-
Total revenues	<u>75,000</u>	<u>-</u>	<u>1,629,398</u>	<u>-</u>
<b>Operating expenses:</b>				
Exploration	10,320	21,470	26,498	197,543
Legal and accounting	9,790	5,489	124,511	113,524
Management and administrative	116,293	53,986	394,960	214,170
Depreciation	9,028	12,193	24,242	37,202
Total operating expenses	<u>145,431</u>	<u>93,138</u>	<u>570,211</u>	<u>562,439</u>
<b>Other income (expense):</b>				
Interest expense, related parties	(5,147)	(4,547)	(16,868)	(24,191)
Unrealized loss on investment	(221,094)	-	(271,820)	-
Miscellaneous income (expense)	416	1,337	172	2,044
Total other income (expense)	<u>(225,825)</u>	<u>(3,210)</u>	<u>(288,516)</u>	<u>(22,147)</u>
<b>Net Income (loss)</b>	<u>(296,256)</u>	<u>(96,348)</u>	<u>770,671</u>	<u>(584,586)</u>
Net Income (loss) – noncontrolling interest in Owyhee Gold Trust	-	-	-	-
Net Income (loss) – Thunder Mountain Gold, Inc.	<u>\$ (296,256)</u>	<u>(96,348)</u>	<u>770,671</u>	<u>(584,586)</u>
Net Income (loss) per common share-basic and diluted	<u>\$ Nil</u>	<u>\$ Nil</u>	<u>\$ 0.01</u>	<u>(0.01)</u>
Weighted average common shares outstanding-basic and diluted	<u>60,145,579</u>	<u>57,645,579</u>	<u>58,671,220</u>	<u>57,554,653</u>

*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,	
	2019	2018
Cash flows from operating activities:		
Net Income (loss)	\$ 770,671	(584,586)
Adjustments to reconcile net income (loss) to net cash used by operating activities:		
Depreciation	24,242	37,202
Stock based compensation	117,088	-
Amortization of related party notes payable discount	-	8,888
Gain on mineral interest	(1,504,398)	-
Unrealized loss on investment	271,820	-
Change in:		
Prepaid expenses and other assets	474	(3,703)
Accounts payable and other accrued liabilities	28,601	37,618
Accrued related party liability	-	60,372
Accrued interest payable to related parties	(36,864)	15,303
Deferred officer compensation	22,000	170,000
Net cash used by operating activities	<u>(306,366)</u>	<u>(258,906)</u>
Cash flows from investing activities:		
Proceeds from mineral interest	100,000	-
Net cash provided by investing activities	<u>100,000</u>	<u>-</u>
Cash flows from financing activities:		
Proceeds from sale of common stock and warrants	250,000	252,988
Borrowings on related parties notes payable	50,000	-
Payment on related parties notes payable	(50,000)	(421)
Net cash provided by financing activities	<u>250,000</u>	<u>252,567</u>
Net increase (decrease) in cash and cash equivalents	43,634	(6,339)
Cash and cash equivalents, beginning of period	3,710	36,454
<b>Cash and cash equivalents, end of period</b>	<b>\$ 47,344</b>	<b>\$ 30,115</b>
<b>Noncash financing and investing activities:</b>		
Common stock issued for payment of related party note payable and accrued interest payable	-	\$ 104,012
Investment in equity security received for mineral interest (Note 3)	1,883,875	-

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

**Thunder Mountain Gold, Inc.**  
**Consolidated Statements of Changes in Stockholders' Equity (Deficit)**  
*For the three-month periods ended September 30, 2019 and September 30, 2018*

	Common Stock		Additional Paid-In Capital	Treasury Stock	Accumulated Deficit	Non- Controlling Interest in OGT	Total
	Shares	Amount					
Balances at July 1, 2018	57,645,579	\$ 57,646	\$ 5,811,988	\$ (24,200)	\$ (6,684,161)	\$ 173,690	\$ (665,037)
Net income (loss)	-	-	-	-	(96,348)	-	(96,348)
Balances at September 30, 2018	57,645,579	\$ 57,646	\$ 5,811,988	\$ (24,200)	\$ (6,780,509)	\$ 173,690	\$ (761,385)
Balances at July 1, 2019	60,145,579	\$ 60,146	\$ 6,176,576	\$ (24,200)	\$ (5,766,683)	\$ 173,702	619,541
Shares issued for cash	-	-	-	-	-	-	-
Net income (loss)	-	-	-	-	(296,256)	-	(296,256)
Balances at September 30, 2019	60,145,579	\$ 60,146	\$ 6,176,576	\$ (24,200)	\$ (6,062,939)	\$ 173,702	\$ 323,285

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

**Thunder Mountain Gold, Inc.**

**Consolidated Statements of Changes in Stockholders' Equity (Deficit)**

*For the nine-month periods ended September 30, 2019 and September 30, 2018*

	Common Stock				Accumulated Deficit	Non- Controlling Interest in OGT	Total
	Shares	Amount	Additional Paid-In Capital	Treasury Stock			
Balances at January 1, 2018	55,095,579	\$ 55,096	\$ 5,457,538	\$ (24,200)	\$ (6,195,923)	\$ 174,111	\$ (533,378)
Shares and warrants issued for cash	1,807,057	1,807	251,181	-	-	-	252,988
Shares and warrants issued for payment of related parties notes payable and accrued interest	742,943	743	103,269	-	-	-	104,012
Distribution to noncontrolling interest	-	-	-	-	-	(421)	(421)
Net income (loss)	-	-	-	-	(584,586)	-	(584,586)
Balances at September 30, 2018	<u>57,645,579</u>	<u>\$ 57,646</u>	<u>\$ 5,811,988</u>	<u>\$ (24,200)</u>	<u>\$ (6,780,509)</u>	<u>\$ 173,690</u>	<u>\$ (761,385)</u>
Balances at January 1, 2019	57,645,579	\$ 57,646	\$ 5,811,988	\$ (24,200)	\$ (6,833,610)	\$ 173,702	\$ (814,474)
Shares issued for cash	2,500,000	2,500	247,500	-	-	-	250,000
Stock based compensation	-	-	117,088	-	-	-	117,088
Net income (loss)	-	-	-	-	770,671	-	770,671
Balances at September 30, 2019	<u>60,145,579</u>	<u>\$ 60,146</u>	<u>\$ 6,176,576</u>	<u>\$ (24,200)</u>	<u>\$ (6,062,939)</u>	<u>\$ 173,702</u>	<u>\$ 323,285</u>

*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”, “THMG”, 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

These unaudited interim consolidated financial statements have been prepared by the management of the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information. Accordingly, they do not include all the information and footnotes required by generally accepted accounting principles for complete consolidated financial statements. In the opinion of the Company’s management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim consolidated financial statements have been included.

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and the reported amounts of revenues and expenses during the reporting period. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of the Company’s financial statements; accordingly, it is possible that the actual results could differ from these estimates and assumptions, which could have a material effect on the reported amounts of the Company’s financial position and results of operations. Operating results for the nine months ended September 30, 2019 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2019.

For further information refer to the financial statements and footnotes thereto in the Company’s audited financial statements for the year ended December 31, 2018 as filed with the Securities and Exchange Commission.

The accompanying consolidated financial statements have been prepared under the assumption that the Company will continue as a going concern. The Company has historically incurred losses, however, under the BeMetals Option Agreement (Note 3), the Company now has a recurring source of revenue, and its ability to continue as a going concern is no longer just dependent on equity capital raises and borrowings. The Company continues to have the ability to raise capital in order to fund its future exploration and working capital requirements. The Company’s plans for the long-term 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.

On February 27, 2019, the Company entered into an Option Agreement, (the “BeMetals Option Agreement”) with BeMetals Corp. Under the terms of the BeMetals Option Agreement, BMET USA will be entitled to purchase 100% of the issued and outstanding shares of South Mountain Mines, Inc. (“SMMI”) from Thunder Mountain Resources, Inc. (“TMRI”), both wholly owned subsidiaries of the Company. The term of the agreement is for two years with BeMetals completing a preliminary economic assessment (“PEA”) completed by a mutually agreed third-party engineering firm. Over its term, this agreement requires cash payments to the Company of \$1,350,000; \$1,100,000 in cash and \$250,000 in exchange for shares of the Company’s common stock. Through September 30, 2019, cash proceeds of \$100,000 and \$250,000 in exchange for shares of the Company’s common stock have been received by the Company. In the event that BeMetals decides not to proceed with the South Mountain Project, BeMetals will not be obligated to make any additional payments. See Note 3 for further information.



## Principles of Consolidation

The consolidated financial statements include the accounts of the Company; its wholly owned subsidiaries, Thunder Mountain Resources, Inc. (“TMRI”) and South Mountain Mines, Inc. (“SMMP”); and a company in which the Company owns 75% and has majority control, Owyhee Gold Trust, LLC (“OGT”). The Company’s consolidated financial statements reflect the other investor’s 25% non-controlling, capped interest in OGT. Intercompany accounts are eliminated in consolidation.

## 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, and stock-based compensation. 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.

## Revenue Recognition

Management service revenue is recognized when the Company has satisfied its performance obligation required under its management contract. Such obligation is satisfied over time as work is performed and the Company has a contractual right to payment.

## 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. At September 30, 2019, the Company has one financial asset, investment in equity security, that is adjusted to fair value on a recurring basis for which the fair value is determined based on Level 1 inputs as the equity security is traded on a stock exchange. The Company has no financial liabilities that are adjusted to fair value on a recurring basis.

## Financial Instruments

The Company’s financial instruments include cash and cash equivalents, investment in equity security and related party notes payable the carrying value of which approximates fair value based on the nature of those instruments.

## Investments

The Company determines the appropriate classification of investments at the time of acquisition and re-evaluate such determinations at each reporting date. Equity securities determined to be marketable are carried at fair value determined using Level 1 fair value measurement inputs with the change in fair value recognized in the Consolidated Statement of Operations each reporting period.

## 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 based on 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 venture's 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 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

### *Accounting Standards Updates Adopted*

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02 Leases (Topic 842). The update modified the classification criteria and requires lessees to recognize the assets and liabilities on the balance sheet for most leases. The update was effective for fiscal years beginning after December 15, 2018, with early adoption permitted. Adoption of this update as of January 1, 2019 did not have a material impact on the Company's consolidated financial statements.

In June 2018, the FASB issued ASU No. 2018-07 Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The update involves simplification of several aspects of accounting for nonemployee share-based payment transactions by expanding the scope of Topic 718 to include nonemployee awards. The update was effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years, with early adoption permitted. Adoption of this update as of January 1, 2019 did not have a material impact on the Company's consolidated financial statements.

## Accounting Standards Updates to Become Effective in Future Periods

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The update removes, modifies and makes additions to the disclosure requirements on fair value measurements. The update is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. Management is evaluating the impact of this update on the Company's fair value measurement 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 (loss) divided by the weighted average number of common shares outstanding for the periods. 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. The potential dilutive common stock equivalents for each period are as follows:

<b><u>For Quarter and Nine Months ended September 30,</u></b>	<b><u>2019</u></b>	<b><u>2018</u></b>
Stock options	5,035,000	3,710,000
Warrants	-	1,275,000
<b>Total possible dilution</b>	<b><u>5,035,000</u></b>	<b><u>4,985,000</u></b>

As of September 30, 2019, stock options were excluded from the calculation of diluted earnings per share because the options' exercise prices were not lower than the average share price during the periods. As of September 30, 2018, potentially dilutive common stock equivalents are not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive.

## 2. Commitments

The Company has two lease arrangements with landowners 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 of \$20 per acre. The leases were renewed for an additional 10 years at \$30 per acre paid annually; committed payments are listed in the table below. The lease payments have no work requirements.

	<b><u>Annual Payment</u></b>
Acree Lease (June)	\$ 3,390
Lowry Lease (October)	11,280
<b>Total</b>	<b><u>\$ 14,670</u></b>

The Company has 78 unpatented claims (1,600 acres) in the Trout Creek area and 21 unpatented claims in the South Mountain area. The claim fees are paid on these unpatented claims annually as follows:

<b><u>Target Area</u></b>	<b><u>2019</u></b>
Trout Creek -State of Nevada	\$ 12,090
Trout Creek -Lander County	940
South Mountain-State of Idaho	3,255
<b>Total</b>	<b><u>\$ 16,285</u></b>

## 3. South Mountain Project

### BeMetals Option Agreement:

On February 27, 2019, the Company entered into an Option Agreement, (the "BeMetals Option Agreement") with BeMetals Corp., a British Columbia corporation ("BeMetals"), and BeMetals USA Corp., a Delaware corporation ("BMET USA"), a wholly owned subsidiary of BeMetals. Under the terms of the BeMetals Option Agreement, BMET USA will be entitled to purchase 100% of the issued and outstanding shares of SMMI from TMRI, both wholly owned subsidiaries of the Company. SMMI is the Company's subsidiary that holds the Company's investment in the South Mountain project mineral interest. The term of the agreement is for two years with BeMetals completing a preliminary economic assessment ("PEA") completed by a mutually agreed third-party engineering firm.

Pursuant to the BeMetals Option Agreement, BMET USA will be entitled to purchase 100% of the outstanding shares of SMMI from TMRI if the following obligations are satisfied:

- Tranche 1: cash payment of \$100,000 to TMRI within 1 business day of delivery of voting support agreements from shareholders of THMG who hold or control shares carrying more than 50% of the voting rights attached to all outstanding THMG Shares. Payment was received on March 5, 2019 and is nonrefundable.
- Tranche 2: within 3 business days following satisfaction of the Tranche 2 conditions (as defined and described below - the "Tranche 2 Completion Date"):
  - issuance of 10 million common shares in the capital of BMET USA to TMRI; and
  - BMET USA purchase of 2.5 million shares of THMG common stock at a price of \$0.10 per share, for an aggregate purchase price of \$250,000, on a private placement basis.
- Tranche 3: cash payment of \$250,000 on or before the 6-month anniversary of the Tranche 2.
- Tranche 4: cash payment of \$250,000 on or before the 12-month anniversary of the Tranche 2.
- Tranche 5: cash payment of \$250,000 on or before the 18-month anniversary of the Tranche 2.
- Tranche 6: cash payment of \$250,000 plus an additional payment paid in in cash, BMET USA common shares or a combination of both. The calculation of the additional payment is an amount equal to the lesser of 50% of the market capitalization of BeMetals at the time, and the greater of either \$10 million; or 20% the net present value of the South Mountain Project as calculated in a PEA.

The "Tranche 2 Completion Date" as defined by the Option Agreement is subject to several conditions, including, among other things:

- all requisite consents and regulatory approvals, including Exchange Approval;
- approval of the shareholders of THMG which has been received from 53.24% of shareholders holding or controlling the issued and outstanding shares of the Company as of February 28, 2019;
- delivery by THMG of a title opinion in respect of the South Mountain Project (including opinions relating to OGT, SMMI's ownership interest in OGT and TMRI ownership of SMMI Shares) (the "Title Opinion"), and related corporate legal opinions (met as of May 1, 2019);
- delivery by THMG of an updated technical report in respect of the South Mountain Project, re-addressed to SMMI and BMET USA and with such amendments as required to satisfy Exchange requirements (met as of May 6, 2019); and
- entry into the management contracts as defined by the Option Agreement (met as of May 13, 2019).

Tranche 2 was completed on June 10, 2019. As per the agreement, BeMetals purchased 2,500,000 shares of the Company's common stock for \$250,000 in cash. In addition, as per the agreement, the Company received 10,000,000 shares of BeMetals common stock that had a fair value of \$1,883,875 on the Tranche 2 Completion Date.

To date, the Company has received consideration of \$100,000 in cash and \$ 1,883,875 in BeMetals common stock. Prior to the agreement, the carrying value of the Company's investment in the South Mountain mineral interest was \$ 479,477. The Company recognized a gain on mineral interest of \$1,504,398 during the nine months ended on September 30, 2019.

Concurrent with the BeMetals Option Agreement, BMET USA and SMMI entered into a management contract whereby BMET USA will pay \$25,000 monthly to SMMI for management services to enable BMET to perform exploration and development work with respect to the South Mountain Project. Management service income of \$75,000 and \$125,000 was recognized in the three and nine months ended September 30, 2019, respectively.

#### SMMI Joint Venture – OGT, LLC

The Company's wholly owned subsidiary SMMI is the sole manager of the South Mountain Project in its entirety through a separate Mining Lease with Option to Purchase ("Lease Option") with the Company's majority-owned subsidiary OGT. The Lease Option includes a capped \$5 million less net returns royalties paid through the date of exercise. The Lease Option expires in November 2026. If SMMI exercises the option, the option payment of \$5 million less advance royalties will be distributed 100% by OGT to OGT's minority member. Under the Lease Option, SMMI pays an advance \$5,000 net returns royalty to OGT annually on November 4 which is distributed to OGT's minority member.

#### 4. Investment in Equity Security

In 2019 in connection with the BeMetals Option Agreement (see Note 3), the Company received 10,000,000 shares of BeMetals common stock that had a fair value of \$1,883,875 when received. At September 30, 2019, the fair value of the shares is \$1,612,055. For the three and nine month periods ended September 30, 2019, the Company recognized an unrealized loss for the change in fair value of the investment of \$221,094 and \$271,820, respectively.

#### 5. Property and Equipment

The Company's property and equipment are as follows:

	<b>September 30, 2019</b>	<b>December 31, 2018</b>
Vehicles	\$ 22,441	22,441
Buildings	65,071	65,071
Construction Equipment	36,447	36,447
Mining Equipment	58,646	58,646
	<u>182,605</u>	<u>182,605</u>
Accumulated Depreciation	(148,626)	(124,384)
	<u>33,979</u>	<u>58,221</u>
Land	280,333	280,333
Total Property and Equipment	<u>\$ 314,312</u>	<u>338,554</u>

#### 6. Related Parties Notes Payable

At December 31, 2018, the Company had notes payable balances of \$56,768 and \$69,808 with Eric Jones, the Company's President and Chief Executive Officer and Jim Collard, the Company's Vice President and Chief Operating Officer, respectively. These notes, as amended, bear interest at 1.0% to 2.0% per month and are due December 31, 2019. On February 14, 2019 and May 9, 2019, Mr. Jones loaned an additional \$10,000 and \$30,000, respectively, at an interest rate of 1.5% per month and initially payable in full on June 30, 2019. This note was extended to December 31, 2019. On July 2, 2019, Mr. Jones and Mr. Collard were each paid \$20,000 reducing their notes payable balances. At September 30, 2019, the notes payable balances to Mr. Jones and Mr. Collard were \$76,768 and \$49,808, respectively.

On January 18, 2019, the Company executed a promissory note payable with Paul Beckman, a director of the Company. The amount of the note was \$10,000 at an interest rate of 1.5% per month. The amount was paid in full on June 17, 2019 with interest expense of \$736.

#### 7. Related Party Transactions

In addition to the related parties notes payable discussed in Note 6, the Company had the following related party transactions.

Three of the Company's officers began deferring compensation for services on April 1, 2015. On July 31, 2018, the Company stopped expensing and deferring compensation for the three Company officers in the interest of marketing the SMMI project. As part of the BeMetals agreement (Note 3), the Company resumed compensation for these officers on May 15, 2019. The officers deferred compensation balances at September 30, 2019 are as follows: Eric Jones, President and Chief Executive Officer - \$432,000 (December 31, 2018 - \$420,000); Jim Collard, Vice President and Chief Operating Officer - \$423,000 (December 31, 2018 - \$420,000); and Larry Thackery, Chief Financial Officer - \$208,500 (December 31, 2018 - \$201,500).

The Company engages Baird Hanson LLP ("Baird"), a company owned by one of the Company's directors, to provide legal services. During the year ended December 31, 2018, the Company incurred \$65,530 in legal expense with Mr. Baird. There was no expense for the nine-month period ended in 2019. At both September 30, 2019 and December 31, 2018, the balance due to Baird was \$241,685.

Since 2017, Eric Jones has advanced funds to the Company for operating expenses. The balance of Mr. Jones' advances at September 30, 2019 and December 31, 2018 was \$17,046 and \$20,971, respectively; the balance is included in accounts payable and other accrued liabilities on the consolidated balance sheet. At September 30, 2019 and December 31, 2018, the Company has a payable to Jim Collard of \$35,476 and \$33,167, respectively, attributed to reimbursement of expenses for the SMMI project. The balance is included in accounts payable and other accrued liabilities on the consolidated balance sheet.

## 8. 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.

On February 20, 2018, the Board of Directors approved a Private Placement financing of up to \$750,000 from the sale of equity units at a price of \$0.14 per unit. Each unit consisted 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 \$0.20 for a period of 12 months. On April 27, 2018 the Company closed its Private Placement. The Company sold Units representing a total of 2,550,000 shares of common stock and 1,275,000 common stock purchase warrants for total proceeds of \$357,000. Of this amount, \$252,988 was received in cash and \$104,012 was in exchange for retirement of a convertible note payable and related accrued interest payable.

As per the agreement, BeMetals purchased 2,500,000 shares of the Company's common stock for \$250,000 in cash. See Note 3.

At September 30, 2019 and December 31, 2018, the Company has outstanding warrants for nil and 1,275,000, respectively, shares of common stock with an exercise price of \$0.20 that expires in 2019. During the nine month period ended September 30, 2019, no warrants were issued or exercised, and 1,275,000 warrants expired unexercised.

## 9. Stock Options

In March 2019 the Company granted 1,325,000 stock options to officers and directors of the Company. The options are exercisable on or before March 25, 2024 and have an exercise price of \$0.09. The fair value of the options was determined to be \$117,088 using the Black Scholes model. The options were fully vested upon grant and the entire fair value was recognized as compensation expense during the nine months ended September 30, 2019.

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

Number of Options	1,325,000
Stock price	\$0.09
Exercise price	\$0.09
Expected volatility	209.5%
Expected dividends	-
Expected terms (in years)	5.0
Risk-free rate	2.21%

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

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>
Outstanding and exercisable at December 31, 2017	4,700,000	0.09
Granted	-	-
Expired	(990,000)	( 0.07)
Outstanding and exercisable at December 31, 2018	3,710,000	\$0.09
Granted	1,325,000	\$0.09
Expired	-	-
Outstanding and exercisable at September 30, 2019	5,035,000	\$0.09

The average remaining contractual term of the options outstanding and exercisable at September 30, 2019 was 2.28 years. As of September 30, 2019, options outstanding and exercisable had a \$55,650 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.*

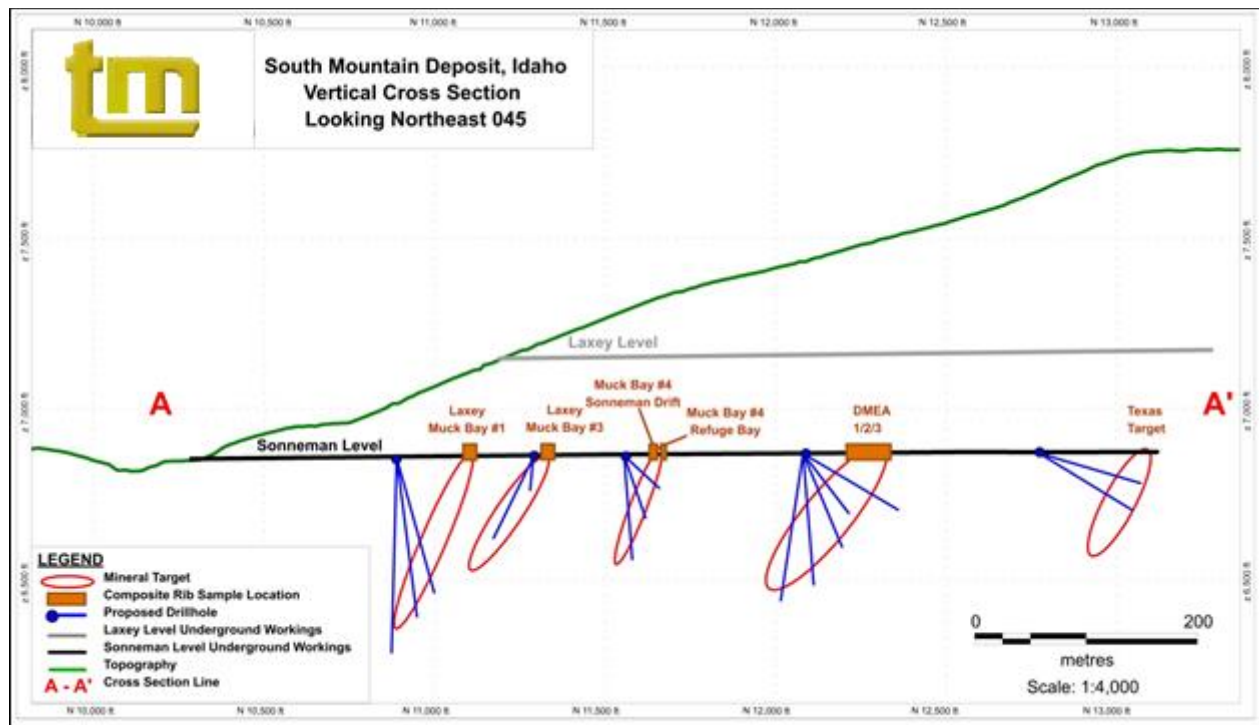
On February 27, 2019, the Company entered into an Option Agreement, (the "BeMetals Option Agreement") with BeMetals Corp. Under the terms of the BeMetals Option Agreement, BMET USA will be entitled to purchase 100% of the issued and outstanding shares of South Mountain Mines, Inc. ("SMMI") from Thunder Mountain Resources, Inc. ("TMRI"), both wholly owned subsidiaries of the Company. The term of the agreement is for two years with BeMetals completing a preliminary economic assessment ("PEA") completed by a mutually agreed third-party engineering firm. Over its term, this agreement requires cash payments to the Company of \$1,350,000; \$1,100,000 in cash and \$250,000 in exchange for shares of the Company's common stock. Through September 30, 2019, cash proceeds of \$100,000 and \$250,000 in exchange for shares of the Company's common stock have been received. In the event that BeMetals decides not to proceed with the South Mountain Project, BeMetals will not be obligated to make any additional payments.

The Company's plan of operation for the next twelve months will be to provide support to BeMetals Corp. during their option period and help ensure that the South Mountain PEA is completed on schedule and within budget.

While South Mountain is the Company's main focus, work to advance the Trout Creek Project will occur as time and available capital allows.

### **South Mountain Project – Planned 2019 Resource Expansion Drilling Program**

Under the Option Agreement, BeMetals commenced drilling at South Mountain During the third quarter of 2019. BMET plans to drill approximately 20 holes for some 8,000 feet (2,500 meters) from five underground drilling platform locations within the Sonneman level. The drilling program is designed to test potential down plunge extensions, and overall continuity to the mineralized zones and confirm the grade distribution of the current polymetallic mineral resource. Exploration and delineation of the Texas Zone will also be a focus, where the potential exists for an increased copper component to the mineralization based upon historical mining records. This program is the start of providing a first phase of new drilling data towards the completion of a preliminary economic assessment study in 2020.



**Long Section of Sonneman Level, (Looking northeast), showing initial 14 borehole locations**

BeMetals and Thunder Mountain Gold formed a project team that is focused on advancing South Mountain. This Boise Idaho-based team includes key management of Thunder Mountain Gold Inc., who have coordinated re-establishment of the Project site for the start of drilling. In addition, BeMetals appointed a project manager and project geologist for this team, along with technical and underground support. Since drilling commenced in July, there has been approximately 5,000 feet of core drilling, all of which has been logged, and prepared for assay. In addition, the team spent a considerable amount of resources re-establishing the electrical power system generated onsite and restarting the underground ventilation system.

During this exploration program at South Mountain, BeMetals plans to complete a total of about 20 holes with approximately 7,500 feet (2,300 metres) of diamond drilling. Fourteen borehole collars are currently planned and surveyed with a further six positions contingent upon field results of the initial holes. The Company will drill from the existing underground workings in the Sonneman Level as drilling from underground will provide more accurate and cost-effective drilling than from the surface. The drilling will be conducted, in general, as a series of fans from five drill platform locations within the existing Sonneman level. Two to five holes will be drilled from each platform in order to test the down plunge extension of the deposit below previously stoped areas. See Figures 1 and 2 below for the drill platform locations, the initially planned 14 boreholes, and targeted mineralized zones from the results of previous underground rib sampling of the Sonneman Level ribs at South Mountain.

### **South Mountain Project - Background**

The South Mountain Project is considered an advanced stage, high-grade zinc-silver-gold exploration or pre-development project. The land package at South Mountain consists of a total of 17 patented mining claims encompassing approximately 326 acres, 21 unpatented mining lode claims covering approximately 290 acres, and approximately 489 acres of leased private land. In addition, the project owns 360 acres of private land (mill site) not contiguous with the mining claims. 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 distribution 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.



## South Mountain 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.

Metal	Grade	Total Metal
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. (an Idaho Corporation) owned 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 and confirmed on the Sonneman Extension. In 1985 South Mountain Mines Inc. completed a feasibility study based on historic and newly developed ore zones exposed in their 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, and that the resource was still open at depth with a large upside potential, the project was shut down and placed into care and maintenance.

In 2008, the Company contracted 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. Kleinfelder's calculations provided a potential resource that is consistent with South Mountain Mines' (Bowes 1985) historic reserve model.

In 2009, the Company contracted a third-party consulting firm that incorporated 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.

In January of 2018, the Company engaged Hard Rock Consulting LLC (HRC) from Denver Colorado to update the South Mountain Project 43-101. HRC concluded that significant potential exists to increase the known mineral resource with additional drilling, as well as to upgrade existing mineral resource classifications with additional infill drilling. HRC also determined that the conceptual geologic model is sound, and, in conjunction with drilling results, indicates that mineralization is essentially open in all directions, and is continuous between underground levels and extends to the surface.

HRC also noted that:

- THMG technical staff has thorough understanding of the geology of the South Mountain Project, and that the appropriate deposit model is being applied for exploration.
- Because the Project is largely located on and surrounded by private land, it greatly simplifies Project approvals compared to mining projects involving public lands.
- Initial metallurgical testing demonstrates that the South Mountain massive sulfide/skarn mineralization is amenable to differential flotation and concentration.
- The current mineral resource at the South Mountain Project more than sufficient to warrant continued planning and development to further advance the Project.

The Technical Report was authored by Ms. J.J. Brown, P.G., SME-RM, Mr. Jeffrey Choquette, P.E., and Mr. Randy Martin, SME-RM, all of Hard Rock Consulting, each of whom is an independent qualified person for the purposes of NI 43-101. The NI 43-101 Technical Report has an effective date of April 7, 2018 and has been filed in Canada on SEDAR in accordance with NI 43-101. The Report can be reviewed on the Company's website at [www.thundermountaingold.com](http://www.thundermountaingold.com).

**Note to United States investors concerning estimates of measured, indicated and inferred resources.**

Disclosure of the NI-43-101 has been prepared in accordance with the requirements of Canadian securities laws, including Canadian National Instrument 43-101 (“NI 43-101”), which differ from the current requirements of the U.S. Securities and Exchange Commission (“SEC”) set out in Industry Guide 7. The Highlights of South Mountain NI-43-101 section refers to “mineral resources,” “measured mineral resources,” “indicated mineral resources,” and “inferred mineral resources.” While these categories of mineralization are recognized and required by Canadian securities laws, they are not recognized by Industry Guide 7 and are not normally permitted to be disclosed in SEC filings. United States investors are cautioned not to assume that all or any of measured, indicated or inferred mineral resources will ever be converted into mineral reserves. Under Industry Guide 7, mineralization may not be classified as a “reserve” unless the mineralization can be economically or legally extracted at the time the “reserve” determination is made. "Inferred mineral resources" have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian reporting standards; however, Industry Guide 7 normally only permits issuers to report mineralization that does not constitute "reserves" by Industry Guide 7 standards as in-place tonnage and grade without reference to unit measures. Accordingly, information contained in this 10-k containing descriptions of South Mountain’s mineral deposits may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements of Industry Guide 7.

**Highlights of South Mountain Mine NI-43-101 Report:**

The most recent THMG drilling program was successful in defining the geometry and confirming the grades of the DMEA and Texas massive sulfide zones. Confirmed intercepts within the model include:

- DMEA core hole DM2UC13-13, returned a 91.5-foot true width intercept of 13.79% Zn, 12.75 o.p.t. Ag, 0.08 o.p.t. Au, 0.45% Cu, and 7.07% Pb;
- Texas core hole TX13-03 drilled from the surface across the zone, returned 11.8 feet true width, assaying 14.08% Zn, 9.01 o.p.t. Ag, 0.01 o.p.t. Au, 1.43% Cu, and 0.35% Pb
- DMEA core hole DM2UC13-17, includes a 42-foot true width intercept of 17.86% Zn, 2.98 o.p.t. Ag, 0.13 o.p.t. Au, 0.18% Cu, and 0.47% Pb;
- Rib channel samples across the DMEA zone on the Sonneman of 130 feet true width, assaying 16.76% Zn, 4.11 o.p.t. Ag, 0.09 o.p.t. Au, 0.78% Cu, and 0.38% Pb (pg.38 of the report), including 60 feet true width intercept assaying 25.00% Zn, 3.80 o.p.t. Ag, 0.130 o.p.t. Au, 0.38% Cu, and 0.41% Pb

**Details of the Technical Report:**

The Table below outlines the Mineral Resource Statement for the South Mountain Project as of April 7, 2018.

<b>Mineral Resources at 6.04% ZnEq Cut-off</b>													
<b>Classification</b>	<b>Zinc Equivalent Resource</b>			<b>Contained Metal</b>									
	<b>Short Tons</b>	<b>ZnEq lbs</b>	<b>ZnEq %</b>	<b>Zn lbs</b>	<b>Zn%</b>	<b>Ag oz</b>	<b>Ag opt</b>	<b>Au oz</b>	<b>Au opt</b>	<b>Pb lbs</b>	<b>Pb %</b>	<b>Cu lbs</b>	<b>Cu %</b>
	<b>x1000</b>	<b>x1000</b>		<b>x1000</b>		<b>x1000</b>		<b>x1000</b>		<b>x1000</b>		<b>x1000</b>	
<b>Measured</b>	63.2	22,200	17.57	14,700	11.64	237	3.745	4.0	0.063	600	0.483	700	0.566
<b>Indicated</b>	106.7	37,800	17.72	21,500	10.08	576	5.398	7.0	0.066	2,100	0.983	1,600	0.766
<b>Measured + Indicated</b>	<b>169.9</b>	<b>60,000</b>	<b>17.66</b>	<b>36,200</b>	<b>10.66</b>	<b>813</b>	<b>4.783</b>	<b>11.0</b>	<b>0.065</b>	<b>2,700</b>	<b>0.797</b>	<b>2,300</b>	<b>0.692</b>
<b>Inferred massive sulfide</b>	363.2	120,800	16.63	70,500	9.70	2,029	5.585	16.3	0.045	8,700	1.202	5,200	0.696

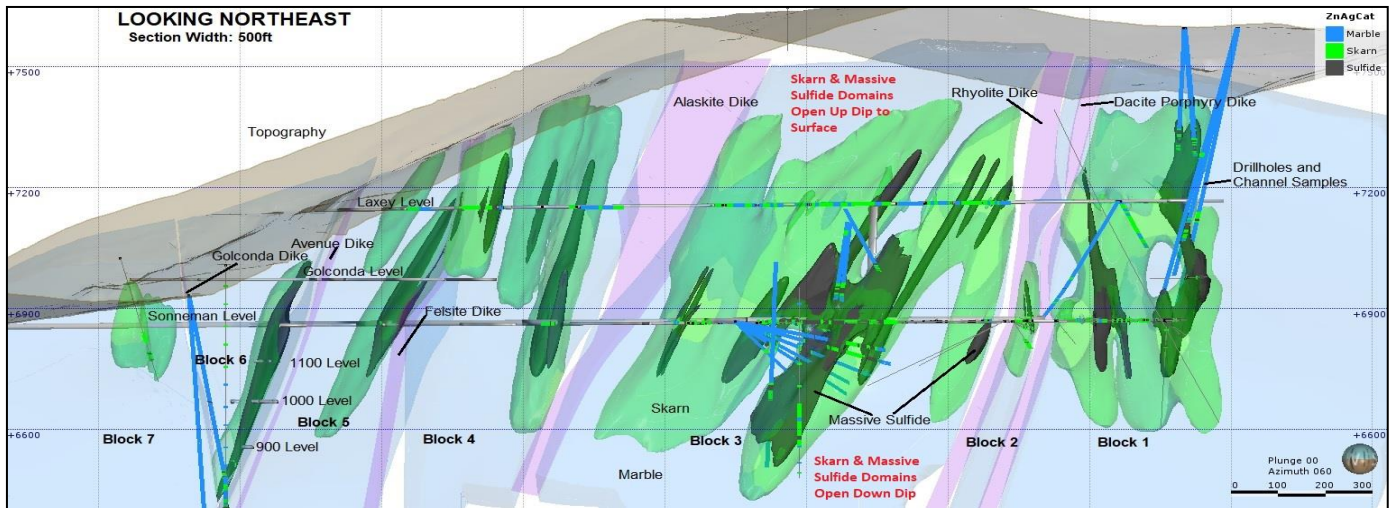
Notes:

1. The effective date of the mineral resource estimate is April 7<sup>th</sup>, 2018. The QP for the estimate is Mr. Randall K. Martin, of Hard Rock Consulting, LLC. and is independent of THMG.
2. Mineral resources that are not mineral reserves do not have demonstrated economic viability. Inferred mineral resources are that part of the mineral resource for which quantity and grade or quality are estimated on the basis of limited geologic evidence and sampling, which is sufficient to imply but not verify grade or quality continuity. Inferred mineral resources may not be converted to mineral reserves. It is reasonably expected, though not guaranteed, that the majority of Inferred mineral resources could be upgraded to Indicated mineral resources with continued exploration.
3. The mineral resource is reported at an underground mining cutoff of 6.04% Zinc Equivalent Grade (“ZnEq”) within coherent wireframe models. The ZnEq calculation and cutoff is based on the following assumptions: an Au price of \$1,231/oz, Ag price of \$16.62/oz, Pb price of \$0.93/lb., Zn price of \$1.10/lb. and Cu price of \$2.54/lb.; metallurgical recoveries of 75% for Au, 70% for Ag, 87% for Pb, 96% for Zn and 56% for Cu, assumed mining cost of \$70/ton, process

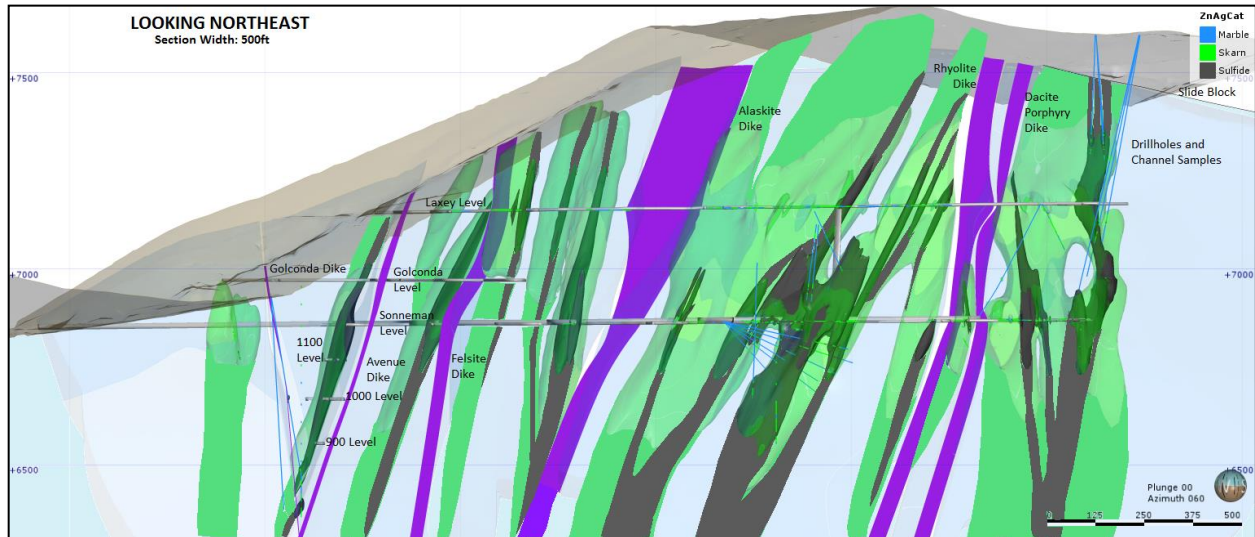
costs of \$25/ton, general and administrative costs of \$7.5/ton, smelting and refining costs of \$25/ton. Based on the stated prices and recoveries the ZnEq formula is calculated as follows;  $ZnEq = (Au \text{ grade} * 43.71) + (Ag \text{ grade} * 0.55) + (Pb \text{ grade} * 0.77) + (Cu \text{ grade} * 1.35) + (Zn \text{ grade})$

4. Rounding may result in apparent differences when summing tons, grade and contained metal content. Tonnage and grade measurements are in imperial units.

The updated resource model does not include any of the remaining polymetallic massive sulfide left in the upper part of the Laxey zone. Available historic smelter records indicate that approximately 53,642 tons of polymetallic massive sulfide were mined and direct shipped, mostly from this Zone. Historical smelter records indicate zinc values averaging 14.5%, lead 2.4%, copper 1.4%, silver at 10.6 opt, and gold at 0.058 opt (Table 6-2 of the Technical Report).



*Long Section View of Modeled Estimation Domains. The deposit remains open along strike and down dip in the Laxey marble as shown in Figure 7-4 of the updated NI 43-101 Report.*



*Schematic Long Section of South Mountain Skarn Deposits*

### Underground Pre-Development Work Completed Since the 2010 and 2008 Technical Reports

The reconstruction of the Sonneman and Laxey drifts continued successfully until January 2014 when the Project went into care and maintenance. The Sonneman Level advanced 2,711 feet from the portal and is constructed to 12 feet by 12 feet for future development and mining. Approximately 350 feet of drift remains to be rehabilitated to reach the historic Texas massive sulfide zone located at the end of the old workings. This advance through this zone will allow for the drill stations and underground drilling to further define the high-grade resource encountered by William Bowes group in the 1980s.

The historic 2,200-foot long Laxey Level drift has been rehabilitated to 10 feet by 10 feet for approximately 720 feet. At that point the old tunnel had recently collapsed at an intrusive dike and preparations were being made to advance through the caved area. This old tunnel was rehabilitated and accessed along its full length in 2008, at which point it intercepted the Texas massive sulfide

zone, one of many that had limited mining during and after the World War II period. Excellent high-grade massive sulfide is exposed in this area, and the core drilling during 2013 proved its continuity between the Laxey Level and the surface, an up-dip distance of nearly 400 feet.

During the development of the Sonneman Level during 2012-2013 several massive sulfide mineralized zones were mined through. Detailed rib sampling along some of these zones yielded the following results:

**Significant THMG Channel Sample Intervals – Sonneman Drift**

ID	From	To	Length	Ag (opt)	Zn %	Au (opt)	Cu %	Pb %
OGT161671-02	30.0	160.0	130.00	4.11	16.76	0.09	0.78	0.38
OGT161671-02	209.2	230.2	21.00	3.14	14.02	0.26	0.31	0.37
OGT161671-02	270.2	275.0	4.80	3.21	13.80	0.24	0.14	1.10
OGT161714-22	9.0	32.0	23.00	7.18	14.69	0.01	1.17	0.65
OGT161714-22	76.9	92.0	15.10	8.24	14.04	0.01	2.30	0.59
OGT161735-9	0.0	40.0	40.00	13.97	16.44	0.02	0.70	0.86
OGT161724-30	0.0	40.0	40.00	5.80	5.63	0.00	0.28	2.83

Underground core drilling is being conducted to extend and upgrade the South Mountain resource - testing the continuity and down-dip extensions of the high-grade polymetallic massive sulfide zones. The Company plans additional core drilling in the DMEA and Laxey zones to complete the confirmation and extensional drilling. In addition, there are plans to retrieve bulk samples for metallurgical test work. 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 the zones encountered. The successful drilling and development work prove that the South Mountain resource continues to grow with potential to increase the resource substantially.

HRC also reviewed the data on the anomalous gold-bearing multi-lithic breccia that was identified by THMG conducting reconnaissance work at South Mountain. In 2010, five holes were drilled in the anomaly for a total footage of 3,530 feet, and 705 total samples taken every five feet of drill hole. Of the 705 samples taken, 686 samples contained anomalous gold, or 97% of the samples. The highest-grade intercept ran 0.038 ounce per ton. HRC reviewed the reports done on the breccia completed by both Kinross and Newmont; of note was Newmont’s comparison of the geology to the Battle Mountain Complex in Nevada.

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

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 project is a highly prospective gold exploration 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. Because the project is surrounded by Newmont Mining’s land package, Thunder Mountain struck a joint venture agreement with Newmont Mining on some of their adjoining mineral rights sections and aliquot parcels from 2011 thru 2016. On October 27, 2016 the Company terminated the exploration agreement with Newmont Mining Corporation 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 south 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 anchored by 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, with consultation from Jim Wright – Wright Geophysics 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 to Thunder Mountain Gold by Newmont 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).

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 500 feet of the surface, which is reasonable depth for exploration drilling and potential mining if a significant mineralization is encountered.

The ongoing exploration field work, including claim maintenance and assessment, is financed by the Company through sale of unregistered common stock using 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**

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**

Three of the Company's officers began deferring compensation for services on April 1, 2015. On July 31, 2018, the Company stopped expensing and deferring compensation for the three Company officers in the interest of marketing the SMMI project. As part of the BeMetals USA lease with option agreement, the Company's officers, were to begin receiving salaries on May 15, 2019 from the Company. The officers deferred the first month's salaries which increased their deferred compensation balances at September 30, 2019 as follows: Eric Jones, President and Chief Executive Officer - \$432,000, Jim Collord, Vice President and Chief Operating Officer - \$423,000, and Larry Thackery, Chief Financial Officer - \$208,500.

### **Results of Operations:**

The Company received revenue under the agreement which was accounted for as a sale of mineral interest. The Company received \$100,000 in cash and \$1,883,875 in BeMetals common stock for the nine months ended September 30, 2019. The amounts were applied against the carrying value amount of \$479,477, the Company's investment in the South Mountain project. The payments received under the agreement exceeded the carrying value of the Company's investment and was recognized as revenue in the statement of operations, in the amount of \$1,504,398 for the nine months ended on September 30, 2019. In addition, the Company earned \$125,000 in management services income during the nine month period ended on September 30, 2019.

#### Three month period comparisons

Total operating expenses for the three months ending September 30, 2019 of \$145,431 increased from the same respective time period in 2018 by \$52,293 or 56%. Exploration expenses for the three months ended September 30, 2019 decreased by \$11,150 when compared to same period in 2018. This decrease can be attributed to the engagement of Hard Rock Consulting LLC to update the NI 43-101 in 2018. Legal and accounting costs increased in three month period ended September 30, 2019 compared to 2018 by \$4,301 for a total of \$9,790. Management and administrative expense increased by \$62,307 or 115% principally due to additional expenses incurred with the BeMetals agreement in 2019.

### Nine month period comparisons

Total operating expenses for the nine months ending September 30, 2019 of \$570,211 increased from the same respective time period in 2018 by \$7,772 or 1%. Exploration expenses for the nine months ended September 30, 2019 decreased by \$171,045 when compared to same period in 2018. This decrease can be attributed to the engagement of Hard Rock Consulting LLC to update the NI 43-101 in 2018. Legal and accounting costs increased in nine month period ended September 30, 2019 compared to 2018 by \$10,987 for a total of \$124,511. Management and administrative expense increased by \$180,790 or 84% principally due to stock options compensation of \$117,088 issued to our officers and directors in March 2019.

During the three and nine-month periods ended September 30, 2019, the Company recognized an unrealized loss for the decline in fair value of its investment in shares of BeMetal's common stock of \$221,094 and \$271,820, respectively

### **Liquidity and Capital Resources:**

The consolidated financial statements for the period ended September 30, 2019 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, 2019, we did not have sufficient cash reserves to cover normal operating expenditures for the following 12 months.

The liquidity of the Company was enhanced on February 27, 2019 when the Company entered into the BeMetals Option Agreement with BeMetals Corp., and BMET USA, a wholly owned subsidiary of BeMetals. Under the terms of the BeMetals Option Agreement, BMET USA will be entitled to purchase 100% of the issued and outstanding shares of SMMI from TMRI, both wholly owned subsidiaries of the Company. The term of the agreement is for two years with BeMetals completing a preliminary economic assessment ("PEA") completed by a mutually agreed third-party engineering firm. Over its term, this agreement requires cash payments to the Company of \$1,350,000; \$1,100,000 in cash and \$250,000 in exchange for shares of the Company's common stock. Through September 30, 2019, cash proceeds of \$100,000 and \$250,000 in exchange for shares of the Company's common stock have been received. BeMetals also agreed to pay the Company \$25,000 per month for management services. In the event that BeMetals decides not to proceed with the South Mountain Project, BeMetals will not be obligated to make any additional payments.

BeMetals issued 10 million BMET common shares (Consideration Shares) to TMRI in May 2019. The fair value of the shares on the transaction date was \$1,883,875.

The Company has historically incurred losses, however, under the BeMetals Option Agreement, the Company now has a recurring source of revenue, and its ability to continue as a going concern is no longer just dependent on equity capital raises and borrowings. The Company continues to have the ability to raise capital in order to fund its future exploration and working capital requirements. The Company's plans for the long-term 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.

Potential additional 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.

In addition to the BeMetals Corp. Option Agreement, we believe that the Company will be able to meet its financial obligations by the following:

- October 22, 2019, we had \$44,095 cash in our bank accounts.
- We do not include in this consideration any additional investment funds mentioned below. Management is committed to manage expenses of all types to not exceed the on-hand cash resources of the Company at any point in time, now or in the future.

The Company will also consider other sources of funding, including potential mergers and/or additional farm-out of its other exploration property.

For the nine months ended September 30, 2019, net cash used in operating activities was \$306,366, consisting of net income of \$770,671 offset by the non-cash items (including a noncash gain on mineral interest of \$1,504,398) and changes in current assets

and current liabilities. Cash provided by investing activities for nine months ended September 30, 2019 totaled \$100,000 from the receipt of \$100,000 under the BeMetals Option Agreement. Net cash received financing activities was \$250,000 from the sale of shares of the Company's common stock, additional borrowings of \$50,000, less payment on borrowings of \$50,000.

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 attempt 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 27, 2019, the Company entered into an Option Agreement, (the "BeMetals Option Agreement") with BeMetals Corp., a British Columbia corporation ("BeMetals"), and BeMetals USA Corp., a Delaware corporation ("BMET USA"), a wholly owned subsidiary of BeMetals. Under the terms of the BeMetals Option Agreement, in the second quarter 2019, BeMetals purchased 2.5 million shares of the Company's common stock at a price of \$0.10 per share, for an aggregate purchase price of \$250,000, in a private placement. Use of proceeds are for general corporate working capital. This private placement was approved by the TSX-V.

On February 20, 2018, the Board of Directors approved a Private Placement financing of up to \$750,000 from the sale of equity units at a price of \$0.14 per unit. Each unit consists of one share of the Company's common stock and one-half of one common share purchase warrant. On April 27, 2018 the Company closed its Private Placement. In total, 2,550,000 units were sold representing 2,550,000 shares of common stock and 1,275,000 warrants to purchase common stock for \$0.20 over the next 12 months. Total proceeds were \$357,000. Of this amount, \$252,988 was received in cash and \$104,012 was in exchange for retirement of a related party convertible note payable and related accrued interest payable.

The offerings are 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.

#### **Contractual Obligations**

During 2008 and 2009, three lease arrangements were made with landowners 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
OGT LLC <sup>(3)</sup>	\$50,000	\$5,000	\$10,000	\$10,000	\$25,000
<b>Total</b>	<b>\$167,360</b>	<b>\$19,670</b>	<b>\$39,340</b>	<b>\$39,340</b>	<b>\$69,010</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 Company's wholly owned subsidiary SMMI, receives a \$5,000 per year payment for up to 10 years, or until a \$5 million capped NPI Royalty is paid.

## **Critical Accounting 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.
- d) **Investments.** In a joint venture where the Company holds more than 50% of the voting interest and has significant influence, the joint venture is consolidated with the presentation of 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.

## **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 February 27, 2019, the Company entered into an Option Agreement, (the “BeMetals Option Agreement”) with BeMetals Corp., a British Columbia corporation (“BeMetals”), and BeMetals USA Corp., a Delaware corporation (“BMET USA”), a wholly owned subsidiary of BeMetals. Under the terms of the BeMetals Option Agreement, among other conditions, BeMetals purchased 2.5 million shares of the Company’s common stock at a price of \$0.10 per share, for an aggregate purchase price of \$250,000, in a private placement. This private placement has been approved by the TSX-V.

On February 20, 2018, the Board of Directors approved a Private Placement financing of up to \$750,000 from the sale of equity units at a price of \$0.14 per unit. 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 \$0.20 for a period of 12 months. No finder’s fees were to be paid. Thunder Mountain Gold will utilize the net proceeds from this financing for working capital, mineral leases, and administrative expenses.

### 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-month period ended March 31, 2019, 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, 2019 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 12, 2019

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 12, 2019

## Exhibit 31.1

### CERTIFICATION

I, Eric T. Jones, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Thunder Mountain Gold, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2019

By: /s/ Eric T. Jones  
President, Director and Chief Executive Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

## Exhibit 31.2

### CERTIFICATION

I, Larry Thackery, certify that:

1. I have reviewed this quarterly report on Form 10Q of Thunder Mountain Gold, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (fourth quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 12, 2019

By: /s/ Larry Thackery  
Larry Thackery  
Chief Financial Officer

A signed original of this written statement has been provided to the registrant and will be retained by the registrant to be furnished to the Securities and Exchange Commission or its staff upon request.

**Exhibit 32.1**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Thunder Mountain Gold Inc, (the "Company") on Form 10-Q for the period ending September 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Eric T. Jones, President, Director and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Eric T. Jones

By \_\_\_\_\_  
Eric T. Jones  
President, Director and Chief Executive Officer  
Date: November 12, 2019

**Exhibit 32.2**

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Thunder Mountain Gold Inc, (the "Company") on Form 10-Q for the period ending September 30, 2019 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), Larry Thackery, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

By: /s/ Larry Thackery  
Larry Thackery  
Chief Financial Officer  
Date: November 12, 2019