

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, 2023

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 20, 2023: 60,855,579

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PART I – FINANCIAL INFORMATION

Item 1 – Financial Statements

**Thunder Mountain Gold, Inc.
Condensed Consolidated Balance Sheets (Unaudited)**

September 30, 2023 and December 31, 2022

	September 30, 2023	December 31, 2022
	<u> </u>	<u> </u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 209,529	\$ 682,718
Investment in BeMetals, at fair value (Note 4)	769,344	738,612
Prepaid expenses and other assets	39,578	20,113
Total current assets	<u>1,018,451</u>	<u>1,441,443</u>
Property and Equipment:		
Land	280,333	280,333
Deposit	10,000	-
Equipment, net of accumulated depreciation (Note 5)	-	552
Total property and equipment	<u>290,333</u>	<u>280,885</u>
Right to use asset (Note 9)	26,390	-
Total assets	<u>\$ 1,335,174</u>	<u>\$ 1,722,328</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and other accrued liabilities	\$ 32,968	\$ 27,599
Accrued related party liability (Note 6)	136,685	146,685
Accrued payroll liability (Note 6)	23,500	-
Operating lease liability – current (Note 9)	18,013	-
Advance from BeMetals (Note 3)	-	5,433
Deferred officer compensation (Note 6)	1,041,500	1,041,500
Total current liabilities	<u>1,252,666</u>	<u>1,221,217</u>
Operating lease liability – long-term (Note 9)	8,752	-
Accrued reclamation costs	81,250	81,250
Total liabilities	<u>1,342,668</u>	<u>1,302,467</u>
Commitments and Contingencies (Notes 2 and 3)		
Stockholders' equity:		
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, 60,855,579 shares issued and outstanding	60,856	60,856
Additional paid-in capital	6,564,947	6,564,947
Less: 11,700 shares of treasury stock, at cost	(24,200)	(24,200)
Accumulated deficit	(6,778,736)	(6,351,381)
Total Thunder Mountain Gold, Inc stockholders' equity	<u>(177,133)</u>	<u>250,222</u>
Noncontrolling interest in Owyhee Gold Trust (Note 3)	169,639	169,639
Total stockholders' equity	<u>(7,494)</u>	<u>419,861</u>
Total liabilities and stockholders' equity	<u>\$ 1,335,174</u>	<u>\$ 1,722,328</u>

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues:				
Management service income	\$ -	\$ 75,000	\$ -	\$ 225,000
Total revenues	<u>-</u>	<u>75,000</u>	<u>-</u>	<u>225,000</u>
Operating expenses:				
Exploration	12,753	1,072	55,760	3,310
Legal and accounting	11,987	21,237	88,950	106,329
Management and administrative	78,669	121,272	314,545	527,470
Depreciation	-	331	552	1,222
Total operating expenses	<u>103,409</u>	<u>143,912</u>	<u>459,807</u>	<u>638,331</u>
Net (loss)	<u>(103,409)</u>	<u>(68,912)</u>	<u>(459,807)</u>	<u>(413,331)</u>
Other income (expense):				
Unrealized gain (loss) on investment	(16,688)	(230,072)	30,732	(851,060)
Other income	396	494	1,720	592
Total other income (expense)	<u>(16,292)</u>	<u>(229,578)</u>	<u>32,452</u>	<u>(850,468)</u>
Net (loss)	<u>(119,701)</u>	<u>(298,490)</u>	<u>(427,355)</u>	<u>(1,263,799)</u>
Net Income (loss) – noncontrolling interest in Owyhee Gold Trust	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net (loss) – Thunder Mountain Gold, Inc.	\$ <u>(119,701)</u>	\$ <u>(298,490)</u>	\$ <u>(427,355)</u>	\$ <u>(1,263,799)</u>
Net (loss) per common share - basic and diluted	\$ <u>Nil</u>	\$ <u>Nil</u>	\$ <u>(0.01)</u>	\$ <u>(0.02)</u>
Weighted average common shares outstanding- basic and diluted.	<u>60,855,579</u>	<u>60,855,579</u>	<u>60,855,579</u>	<u>60,855,579</u>

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

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

	Nine Months Ended September 30,	
	2023	2022
Cash flows from operating activities:		
Net (loss)	\$ (427,355)	\$ (1,263,799)
Adjustments to reconcile net loss to net cash used by operating activities:		
Depreciation	552	1,222
Stock based compensation	-	158,341
Unrealized (gain) loss on investment	(30,732)	851,060
Change in:		
Prepaid expenses and other assets	(19,465)	(18,751)
Accounts payable and other accrued liabilities	29,244	23,371
Accrued interest payable to related parties	-	(60,479)
Accrued related party liability	(10,000)	(15,000)
Advance from BeMetals	(5,433)	46,233
Net cash (used) by operating activities	<u>(463,189)</u>	<u>(277,802)</u>
Cash flows from investing activities:		
Deposit on land purchase	<u>(10,000)</u>	-
Net cash (used) by investing activities	<u>(10,000)</u>	-
Cash flows from financing activities:		
Payments on related parties notes payable	<u>-</u>	<u>(38,000)</u>
Net cash (used) by financing activities	<u>-</u>	<u>(38,000)</u>
Net increase (decrease) in cash and cash equivalents	(473,189)	(315,802)
Cash and cash equivalents, beginning of period	<u>682,718</u>	<u>1,156,622</u>
Cash and cash equivalents, end of period	\$ <u>209,529</u>	\$ <u>840,820</u>
Noncash financing and investing activities		
Operating lease liability arising from obtaining right to use asset (Note 9)	\$ 38,701	\$ -

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

Thunder Mountain Gold, Inc.
Condensed Consolidated Statements of Changes in Stockholders' Equity (Unaudited)

For the three-month periods ended September 30, 2023 and September 30, 2022

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Treasury Stock	Accumulate d Deficit	Non- Controlling Interest in OGT	Total
Balances at July 1, 2022	60,855,579	\$ 60,856	\$ 6,564,947	\$(24,200)	\$(6,071,951)	\$ 173,702	\$ 703,354
Net loss	-	-	-	-	(298,490)	-	(298,490)
Balances at September 30, 2022	<u>60,855,579</u>	<u>\$ 60,856</u>	<u>\$ 6,564,947</u>	<u>\$(24,200)</u>	<u>\$(6,370,441)</u>	<u>\$ 173,702</u>	<u>\$ 404,864</u>
Balances at July 1, 2023	60,855,579	\$ 60,856	\$ 6,564,947	\$(24,200)	\$(6,659,035)	\$ 169,639	\$ 112,207
Net loss	-	-	-	-	(119,701)	-	(119,701)
Balances at September 30, 2023	<u>60,855,579</u>	<u>\$ 60,856</u>	<u>\$ 6,564,947</u>	<u>\$(24,200)</u>	<u>\$(6,778,736)</u>	<u>\$ 169,639</u>	<u>\$ (7,494)</u>

For the nine-month periods ended September 30, 2023 and September 30, 2022

Balances at January 1, 2022	60,855,579	\$ 60,856	\$ 6,406,606	\$(24,200)	\$(5,106,642)	\$ 173,702	\$ 1,510,322
Stock based compensation		-	158,341	-	-	-	158,341
Net loss		-	-	-	(1,263,799)	-	(1,263,799)
Balances at September 30, 2022	<u>60,855,579</u>	<u>\$ 60,856</u>	<u>\$ 6,564,947</u>	<u>\$(24,200)</u>	<u>\$(6,370,441)</u>	<u>\$ 173,702</u>	<u>\$ 404,864</u>
Balances at January 1, 2023	60,855,579	\$ 60,856	\$ 6,564,947	\$(24,200)	\$(6,351,381)	\$ 169,639	\$ 419,861
Net loss		-	-	-	(427,355)	-	(427,355)
Balances at September 30, 2023	<u>60,855,579</u>	<u>\$ 60,856</u>	<u>\$ 6,564,947</u>	<u>\$(24,200)</u>	<u>\$(6,778,736)</u>	<u>\$ 169,639</u>	<u>(7,494)</u>

The accompanying notes are an integral part of these condensed 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.

On December 30, 2022, Thunder Mountain Gold, Inc. by and through its subsidiaries Thunder Mountain Resources, Inc., a Nevada Corporation, and South Mountain Mines, Inc., an Idaho Corporation (“SMMI”) (collectively the “Company”, “THMG”, or “We”, “Our” or “Us”) agreed to terminate an Option Agreement, (the “BeMetals Option Agreement”) with BeMetals Corporation, a British Columbia corporation, and BeMetals USA Corporation, a Delaware corporation (“BeMetals or BMET”).

The “BeMetals Option Agreement was entered into on February 27, 2019, the original terms of the Option Agreement, BeMetals provided the funding to SMMI for project expenses including Management Services Income. The Company has 8 million common shares of BMET USA with a market value of \$769,344, and the Company had cash and cash equivalents of \$209,529 for the nine months ended September 30, 2023. See Note 3 for further information.

Basis of Presentation and Going Concern

The accompanying condensed 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, the Company has cash reserves and available marketable securities sufficient to cover normal operating expenses. If necessary, the Company continues to have the ability to raise additional capital in order to fund its future exploration and working capital requirements.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company; its wholly owned subsidiaries, Thunder Mountain Resources, Inc. (“TMRI”) and South Mountain Mines, Inc. (“SMMI”); and a company in which the Company owns 75% and has majority control, Owyhee Gold Trust, LLC (“OGT”). The Company’s condensed 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 with BeMetals. Such an 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.

Cash and Cash Equivalents

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

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, 2023, 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, and the investment in BeMetal's equity securities, 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-evaluates such determinations at each reporting date. Equity securities that have a readily determined fair value are carried at fair value determined using Level 1 fair value measurement inputs with the change in fair value recognized as unrealized gain (loss) in the condensed consolidated statement of operations each reporting period. Gains and losses on the sale of securities are recognized on a specific identification basis.

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 are incurred. 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 interests are periodically assessed for impairment of value and any subsequent losses are charged to operations at the time of impairment.

If a mineral interest is abandoned or sold, its capitalized costs are charged to operations. Consideration received by the Company pursuant to joint ventures or purchase option agreements is applied against the carrying value of the related mineral interest. When and if payments received exceed the carrying value, the excess amount is recognized as a gain in the condensed consolidated statement of operations in the period the consideration is received.

Leases

Arrangements meeting the definition of a lease are classified as operating or financing leases and are recorded on the condensed consolidated balance sheet as both a right-of-use asset and lease liability, calculated by discounting fixed lease payments over the lease term at the rate implicit in the lease or the Company's incremental borrowing rate. Lease liabilities are increased by interest and reduced by payments each period, and the right-of-use asset is amortized over the lease term. For operating leases, interest on the lease liability and the amortization of the right-of-use asset result in straight-line rent expense over the lease term. For finance leases, interest on the lease liability and the amortization of the right-of-use asset results in front-loaded expense over the lease term. Variable lease expenses are recorded when incurred.

Investments in Joint Ventures

For companies and joint ventures where the Company holds more than 50% of the voting interests, but less than 100%, and has significant influence, the company or joint venture is consolidated, and other investor interests are presented as noncontrolling. See Note 3 regarding the Company's investment in Owyhee Gold Trust. Joint ventures in which the Company has the ability to exercise significant influence, but does not control, are accounted for under the equity method of accounting.

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.

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. The Company had accrued \$81,250 at September 30, 2023 and December 31, 2022, respectively, on its condensed consolidated balance sheets relating to estimated mine closure and reclamation costs on its South Mountain Mines property.

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 condensed consolidated statements of operations over the vesting period.

Recent Accounting Pronouncements

Accounting Standards Updates

In June 2022, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2022-03 *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Resale Restrictions*. This update is to clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. This update is effective for the fiscal year beginning after December 15, 2023, with early adoption permitted. The Company is currently evaluating the impact of adopting this standard on its consolidated financial statements.

Accounting Standards Adopted

In August 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-06 *Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40): Accounting for Convertible Instruments and Contracts in an Entity's Own Equity*. The update is to address issues identified because of the complexity associated with applying generally accepted accounting principles for certain financial instruments with characteristics of liabilities and equity. The update is effective for fiscal years beginning after December 15, 2021, including interim periods within those fiscal

years and with early adoption permitted. The adoption of this standard did not impact the Company’s consolidated financial statements.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the financial statements upon adoption.

Net Income (Loss) Per Share

The Company is required to have dual presentation of basic earnings per share (“EPS”) and diluted EPS. The Company calculates basic earnings (loss) per share by dividing net income or loss available to common stockholders by the weighted average number of common shares outstanding. Diluted earnings per share reflect potentially dilutive common stock equivalents, including options and warrants that could share in our earnings through the conversion to common shares, except where their inclusion would be anti-dilutive. For the three and nine months ended September 30, 2023 and September 30, 2022, outstanding common stock equivalents were excluded from the calculation of diluted earnings per share as their effect would have been anti-dilutive due to the net loss for the period.

2. Mineral Interest Commitments

On January 31, 2023, the Company’s Board of Directors approved a resolution to purchase 56 acres of private land for \$50,000. This purchase is strategic to exploration and development, and contiguous on the south end of the existing patented and lode claims at the South Mountain Project. A real estate purchase and sale agreement was signed on February 7, 2023. Under the terms of the agreement \$10,000 was paid and recorded as a deposit. The balance of \$40,000 is due by December 29, 2023. Failure to make the payment forfeits the deposit of \$10,000 and cancels the agreement.

The Company has two lease arrangements with landowners that own 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. The Acree Lease was renewed on June 19, 2014, and the Lowry Lease was renewed on October 23, 2014; committed payments are listed in the table below. The leases have no work requirements.

	Annual Payment
Acree Lease (June)	\$ 3,390
Lowry Lease (October)	11,280
Total	\$ 14,670

The Company has 26 unpatented claims (533 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:

<u>Target Area</u>	<u>2023</u>
Trout Creek -State of Nevada	\$ 4,290
Trout Creek -Lander County, Nevada	324
South Mountain-State of Idaho	3,465
Total	\$ 8,079

3. South Mountain Project

BeMetals Option Agreement:

On December 30, 2022, the Company agreed to terminate the Option Agreement with BeMetals Corporation. The BeMetals Option Agreement (“the Option Agreement”) was entered into on February 27, 2019, under the original terms of the Option Agreement, BeMetals provided the funding to SMMI for project expenses including management services.

According to the terms of the Option Agreement BMET USA and SMMI entered a management contract whereby BeMetals paid \$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 \$225,000 was recognized during the nine-month period ended September 30, 2022.

On February 7, 2023, the Company entered into Mutual Release (the “Release”) with BeMetals Corp. whereby the Company acknowledged and agreed that BeMetals had completed all of its obligations under the Option Agreement in consideration of a final payment of \$33,530, which includes payment of all expenditures incurred through the date of termination. The Company also agreed that BeMetals shall not be obligated to make any additional payments or share issuances further expenditures. The release discharges both parties from any and all claims arising in connection with the Option Agreement

Subsequent to the receipt of the Release payment, the Company made payments of \$6,035 related to expenses attributable to the Option Agreement and covered under the Release. For the nine-month period ended September 30, 2023, the remaining balance of \$21,495 was recognized in other accrued liabilities, to cover any additional expenses associated with the Option Agreement.

On April 12, 2023, the Company received a notice of Complaint filed in the fourth judicial district court of the State of Idaho by a law firm representing a former mining contractor who had worked on the South Mountain Mine project in the Fall of 2020. The Complaint alleges the Company owes the contractor for past services related to the BeMetals Option Agreement.

On August 16, 2023, the Company extended a settlement offer to the former mining contractor. Subsequently, on September 28, 2023, the Company was notified that the mining contractor's counsel intended to withdraw from the case. The withdrawal process will involve the filing of a motion with the court, followed by a court hearing. Upon the court's approval of the motion, the mining contractor will have a 21-day window to secure new legal representation. Failure to secure new counsel within this period may result in the dismissal of the case.

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. SMMI has an option to purchase the South Mountain mineral interest for a capped \$5 million less net returns royalties paid through the date of exercise. The Lease Option expires in November 2026. 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 of \$5,000 net returns royalty to OGT annually on November 4 which is distributed to OGT’s minority member.

4. Investment in BeMetals Corp.

In June 2019 in connection with the BeMetals Option Agreement (see Note 3), the Company received 10,000,000 shares of BeMetals Corp. common stock that had a fair value of \$1,883,875.

For the three-month period ended September 30, 2023, the Company recognized an unrealized gain on the investment in BeMetals of \$30,732 and for the nine-month period ended September 30, 2022, the Company

recognized an unrealized loss on the investment in BeMetals of \$851,060, respectively. The Company recognized an unrealized loss of \$16,688 and \$230,072 for the three months ended September 30, 2023 and 2022, respectively.

5. Property and Equipment

In May of 2023 the Company's tent building at the Sonneman portal was damaged beyond repair due to the snow. The tent building was fully depreciated and was disposed of for the historical cost of \$65,071. Also, the Company disposed of fully depreciated mining equipment of \$21,990, total assets disposed of for the period ended September 30, 2023, was \$87,061 The Company's property and equipment are as follows:

	<u>September 30</u>		<u>December 31,</u>
	<u>2023</u>		<u>2022</u>
Vehicles	\$ 22,441	\$	22,441
Buildings	-		65,071
Construction Equipment	30,407		36,447
Mining Equipment	42,696		58,646
	<u>95,544</u>		<u>182,605</u>
Accumulated Depreciation	(95,544)		(182,053)
	-		552
Deposit	10,000		-
Land	280,333		280,333
Total Property and Equipment	<u>\$ 290,333</u>	\$	<u>280,885</u>

6. Related Party Transactions

Board of Directors Compensation

On March 16, 2022, the Company's Compensation Committee recommended that the Company's Board of Directors receive nominal compensation for their service. The Company's Board of Directors passed the resolution for Board members compensation on March 21, 2022. For the nine-month period ended September 30, 2023, the amount of cash compensation paid to the Board of Directors was \$6,000.

Accrued Payroll

Accrued payroll liabilities of \$23,500 represent payroll expenses incurred during the quarter ended September 30, 2023. These costs are for accrued management salaries to Eric Jones, the Company's Chief Executive Officer, and Larry Thackery, the Chief Financial Officer. Payment of the salaries has been deferred until a later date.

Deferred Officer Compensation

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, 2023, and December 31, 2022, represent the balances deferred prior to the BeMetals agreement and are as follows: Eric Jones, President and Chief Executive Officer - \$420,000; Jim Collord, Vice President and Chief Operating Officer - \$420,000; and Larry Thackery, Chief Financial Officer - \$201,500, for a total of \$1,041,500.

Accrued Related Party Liability

From 2015 to 2018 the Company engaged Baird Hanson LLP ("Baird"), a company owned by one of the Company's former directors, to provide legal services. The Company's director Joseph Baird retired from the Board of Directors of Thunder Mountain Gold, Inc., and from all other positions or offices with the Company effective April 11, 2022.

Baird received \$10,000 in payments for the nine-month period ended September 30, 2023. At September 30, 2023, and December 31, 2022, the balance due to Baird for prior years' legal services was \$136,685 and \$146,685, respectfully.

7. 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.

8. Stock Options

The Company has a Stock Incentive Plan (the "SIP"), authorize the granting of stock options up to 10 percent of the total number of issued and outstanding shares of common stock, that provides for the grant of stock options, incentive stock options, stock appreciation rights, restricted stock awards, and incentive awards to eligible individuals including directors, executive officers and advisors that have furnished bona fide services to the Company not related to the sale of securities in a capital-raising transaction. On July 12, 2022, the Company's shareholders, at their Annual Meeting, ratified and reapproved the Stock Option Plan.

In March 2022, the Company granted 1,820,000 stock options to officers and directors of the Company. The fair value of the options was determined to be \$158,341 using the Black Scholes model and included share-based payment awards to nonemployees of \$13,920. The Company has elected to recognize the effect of forfeitures in compensation cost when they occur. Previously recognized compensation cost for a non-employee share-based payment award shall be reversed in the period that the award is forfeited. The options are exercisable on or before March 21, 2027, and have an exercise price of \$0.09. The options were fully vested upon grant and the entire fair value was recognized as compensation expense during the quarter ended March 31, 2022.

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

	<u>March 21, 2022</u>
Stock price	\$0.088
Exercise price	\$0.09
Expected volatility	188.9%
Expected dividends	-
Expected terms (in years)	5.0
Risk-free rate	2.39%

For the nine-months ended September 30, 2023, no options were granted, and no options expired.

The following is a summary of the Company's options issued and outstanding under the SIP:

	<u>Shares</u>	<u>Weighted Average Exercise Price</u>
Outstanding and exercisable at December 31, 2022	4,775,000	\$ 0.093
Outstanding and exercisable at September 30, 2023	<u>4,775,000</u>	<u>\$ 0.093</u>

The average remaining contractual term of the options outstanding and exercisable at September 30, 2023, was 1.97 years. On September 30, 2023, options outstanding and exercisable had no aggregate intrinsic value based on the Company's stock price of \$0.06 on September 30, 2023.

9. Leases

The Company complies with ASC 842, Leases, for lease accounting. Leases meeting the criteria are categorized as either operating or financing leases and appear on the condensed consolidated balance sheet as Right-of-use assets and lease liabilities. These are determined by discounting fixed lease payments using either the implicit lease rate or the Company's incremental borrowing rate. Lease liabilities increase with interest and decrease with payments over time, while the Right-of-use (ROU) asset is amortized over the lease term. Operating leases result in straight-line rent expense over the term, and finance leases lead to front-loaded expenses. Variable lease costs are recorded when incurred.

On February 1, 2023, the Company renewed its office operating lease for 24 months, incurring a total lease payment of \$41,625. This resulted in a liability and Right-of-use asset of \$38,701, recognized on the lease's inception date. The calculations employed a 7.0% incremental borrowing rate to discount future rent payments of approximately \$1,734 per month over the two-year lease term.

For the three months ended September 30, 2023, \$5,203 in operating lease expenses were recorded in Management and administrative expenses. Over the nine months ending September 30, 2023, a total of \$13,875 in operating lease expenses were recognized in management and administrative expenses.

The table below displays the future operating lease payments and lease liability as of September 30, 2023, related to the Company's operating lease.

Right of Use (ROU) asset Year Ending December 31,	Total Amount
2023 (remaining three months)	\$ 5,203
2024	21,189
2025	1,734
Total	<u>28,126</u>
Less: Imputed Interest	<u>(1,360)</u>
Total lease Liability	26,766
Less current portion	<u>(18,013)</u>
Non-current lease liability	<u>\$ 8,753</u>

The Company's ROU asset decreased by the net amount of \$12,311 for a total amount of \$26,390, for the period ended September 30, 2023. The lease contains no renewal option.

10. Subsequent Events

On October 25, 2023, the Company was notified of the court's approval of the withdrawal of the mining contractor's attorney (See note 3). With the court's approval of the motion, the mining contractor will have 21-days, ending November 15, 2023, to secure new legal representation. Failure to secure new counsel within this period may result in the dismissal of the case.

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

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

Plan of Operation:

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

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

The Company owns 100% of the outstanding stock of Thunder Mountain Resources, Inc., a Nevada Corporation. Thunder Mountain Resources, Inc. owns 100% of the outstanding stock of South Mountain Mines, Inc. (SMMI), an Idaho Corporation., Thunder Mountain Resources, Inc. completed the direct purchase of 100% ownership of South Mountain Mines, Inc. on September 27, 2007, which consisted of 17 patented mining claims (approximately 327 acres) located in Owyhee County in southwestern Idaho. After the purchase, Thunder Mountain Resources staked 21 unpatented lode mining claims and obtained mineral leases on 545 acres of adjoining private ranch land.

The current land package at South Mountain consists 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 in the South Mountain Mining District, Owyhee County, Idaho.

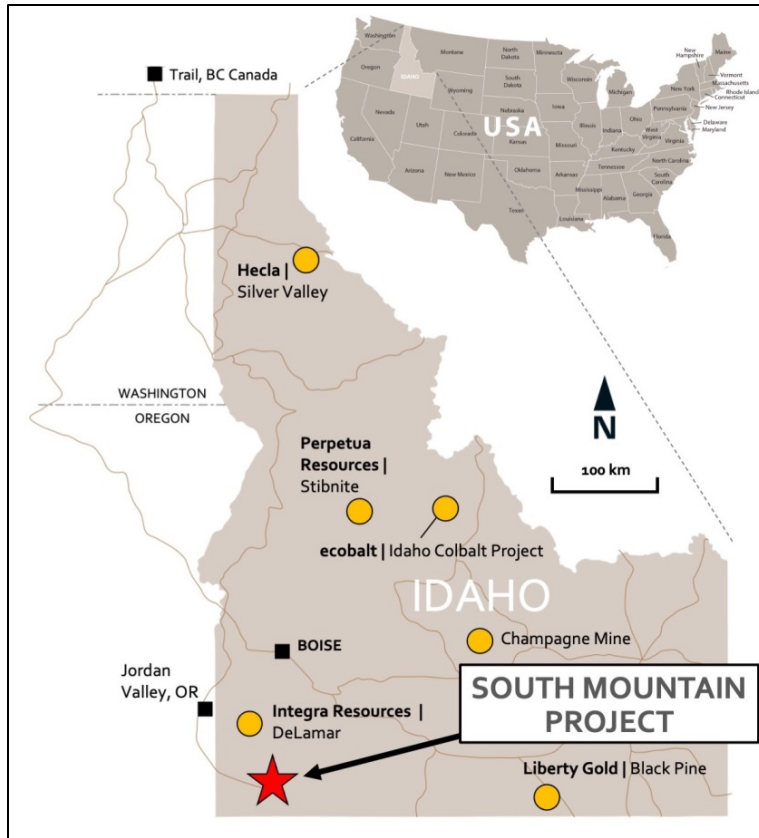
The Company's plan of operation for the next twelve months, subject to business conditions, will be to continue to advance the South Mountain Project, including continued baseline environmental and engineering work necessary to complete a Preliminary Economic Analysis.

The South Mountain Project

South Mountain is a polymetallic development project focused on high-grade zinc, silver, and gold. It is located approximately 70 miles southwest of Boise, Idaho (see Figure 2). The Project was intermittently mined from the late 1800s to the late 1960s and its existing underground workings remain intact and well maintained. Historic production at the Project has largely come from high-grade massive sulfide zones that remain open at depth and along strike. According to historical smelter records, approximately 53,642 tons of mineralized material has been mined to date. These records also indicate average grades; **14.5% Zn, 11.63 opt Ag, 0.063 opt Au, 2.4% Pb, and 1.4% Cu** were mined.

Thunder Mountain Gold Inc. purchased the Project in 2007, and has continued to advance it, investing in excess of US\$20M during that period. The current mineral resource estimate of the deposit is detailed in Table 3 below, and the Company is currently in the process of completing an updated Mineral Resource Estimate, along with a Preliminary Economic Analysis the Project is largely on and surrounded by private surface land, and as such, the permitting and environmental aspects of the Project are expected to be straightforward. Permits are currently in place for underground and surface exploration and development activities.

Figure 2. Location of South Mountain Project



South Mountain Project – BeMetals Option Agreement

Under the BeMetals Corporation (TSX-V: BMET) Option Agreement, BeMetals and Thunder Mountain Gold formed a project team early in 2019 that is focused on advancing the South Mountain Project. This Boise Idaho-based team includes key management of Thunder Mountain Gold Inc., who have coordinated re-establishment of the Project site prior to the start of drilling. In addition, BeMetals appointed a project manager and project geologist for this team, along with technical and underground support.

With the help of Thunder Mountain Gold, BeMetals (BMET) commenced drilling at South Mountain in July of 2019 and drilled twenty-one holes totaling 7,517 feet (2,290 meters) from five underground drilling stations within the Sonneman level. The drilling program was 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. All of the drill core recovered from the drilling was logged on site and assayed by ALS Chemex. Selected intervals and results are summarized in the Company’s Form 10K for the year ended December 31, 2022.

On September 21, 2021, the Company agreed to an extension of the Option Agreement with BeMetals Corp. The Extension is through the 2022 calendar year, with the same terms to acquire up to a 100% interest in the South Mountain Project in southwest Idaho, U.S.A. In exchange for the Extension, BeMetals paid the Company the Tranche 6 Payment of \$250,000.

On December 30, 2022, Thunder Mountain Gold, Inc. by and through its subsidiaries Thunder Mountain Resources, Inc., a Nevada Corporation, and South Mountain Mines, Inc., an Idaho Corporation (“SMMI”) (collectively the “Company”, “THMG”, or “We”, “Our” or “Us”) agreed to terminate the Option Agreement, (the “BeMetals Option Agreement”) with BeMetals Corporation, a British Columbia corporation, and BeMetals USA Corporation, a Delaware corporation (“BeMetals BMET”).

PROJECT HIGHLIGHTS - SOUTH MOUNTAIN PROJECT

On September 5, 2022, Crone Geophysics based in Toronto, Canada initiated a time domain pulse electromagnetic (PEM) survey over a portion of the South Mountain Mines. The objective of the survey is to delineate massive sulfide mineralization within a marble unit bounded by Paleozoic schists. Historic mining on the area was conducted on massive sulfide mineralization associated hosted by the Laxey marble within the survey area. Bowes (1985) describes the sulfide bodies as pipe-like dipping to the southwest at 40-50° and raking 50°. The survey was completed on November 7, 2022. In addition to the PEM survey, property scale topography, geology and ground magnetics will be included to provide supporting data for the interpretation. The digital products include raw data, intermediate processed products, and final products in several data formats.

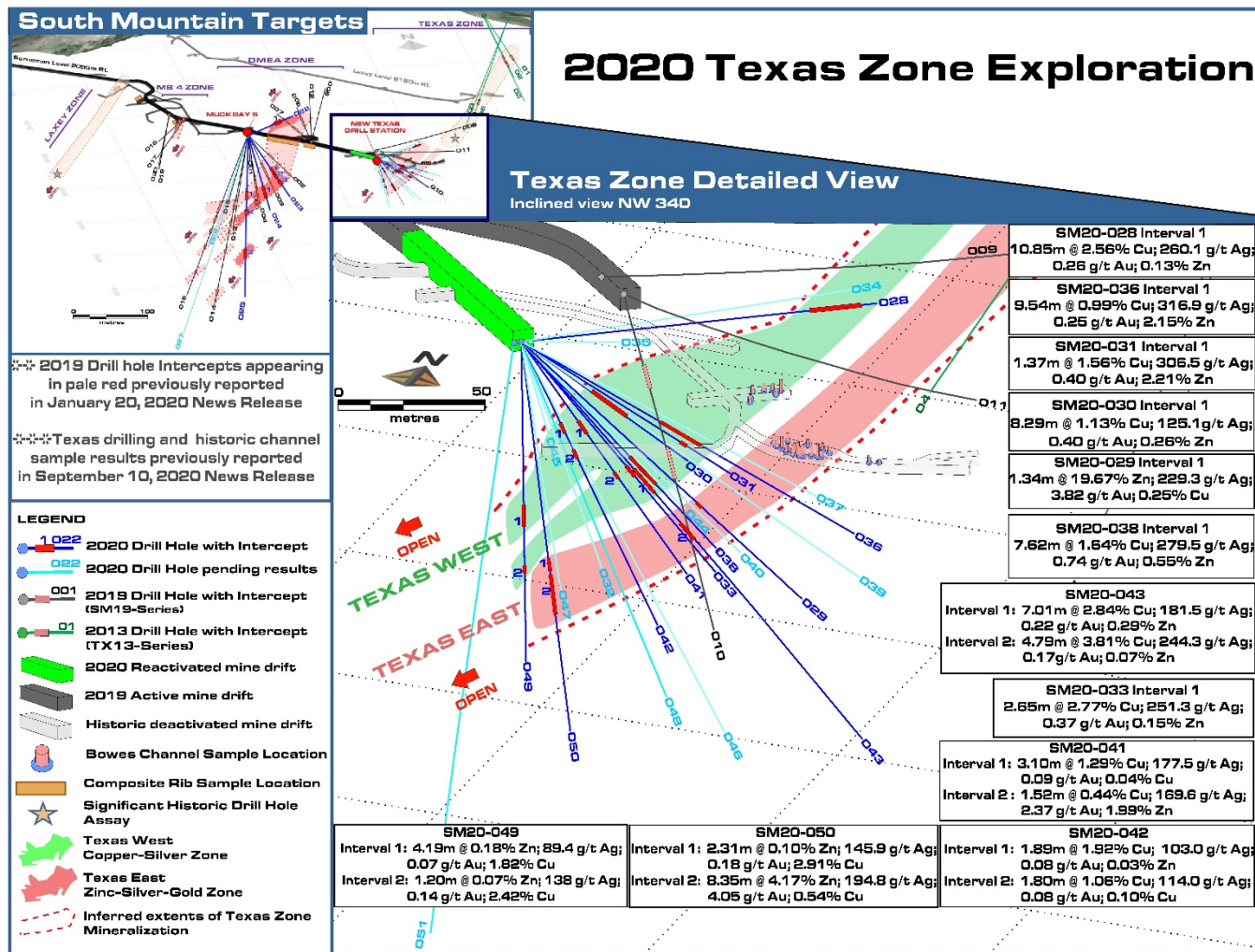
In May of 2021, the Company, along with the option partner, completed an updated Mineral Resource Estimate (“MRE”), incorporating results from Phase 1 and 2 underground diamond drilling programs at the South Mountain Project. The updated MRE includes a substantially increased resource for the Project while maintaining the high-grade nature of the mineralization.

The updated Independent MRE, which has an effective date of April 20, 2021, was prepared in accordance with National Instrument 43-101 Standards of Disclosure for Mineral Projects (“NI-43-101”) by Hard Rock Consulting, LLC, based in the U.S.A. A technical report for this MRE was filed with SEDAR, and on the Company’s website, within 45 days from the date of this news release.

Later in 2021, the Company embarked on a phase 3 program at South Mountain with the objective to significantly expand the scale of the current Mineral Resource Estimate (“MRE”) at South Mountain (*See Summary of the MRE below*), testing and establishing the down depth extent of mineralization on the DMEA zone. The DMEA Zone is the largest known body of mineralization on the Property, containing the majority of tonnage in the current MRE, and the mineralized zone remains open at depth.

Based on the last two phases of underground drilling and all the historical exploration data available, the Company believes there is the potential to expand the down-plunge extensions of the mineral resource with this new phase of surface drilling at the Property.

Figure 1: 3D Perspective view inclined 20° looking north-north-east, with hole locations for SM20-028 thru SM20-050



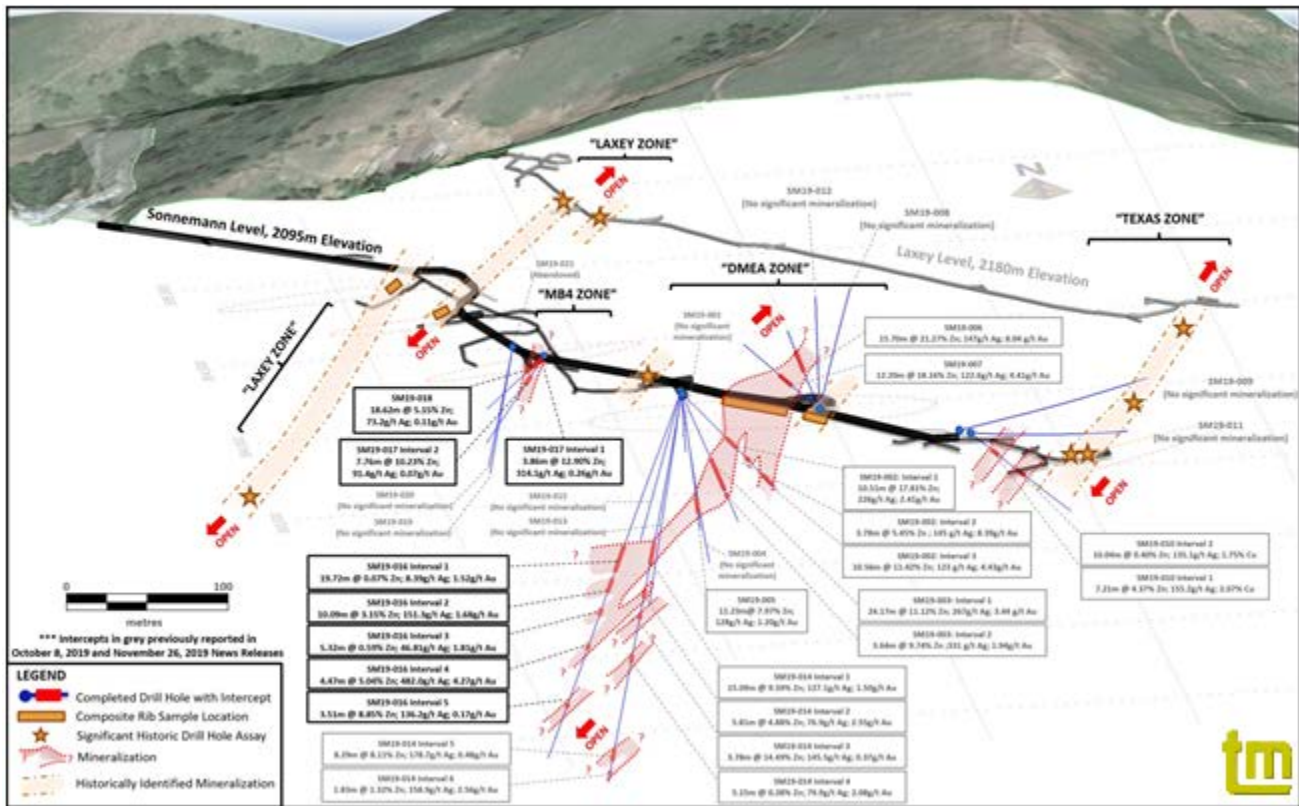


Figure 1: 3D Perspective View inclined at 20 degrees looking north-north-east, showing locations of rib-sampling, priority target zones, and the phase 1 drill holes and highlighted the recent SM19-016, SM19-017 and SM19-018

Underground core drilling was 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 completed additional core drilling in the DMEA and Laxey zones to complete the confirmation and extensional drilling. The Company also retrieved 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 proves that the South Mountain resource continues to grow with potential to increase the resource substantially.

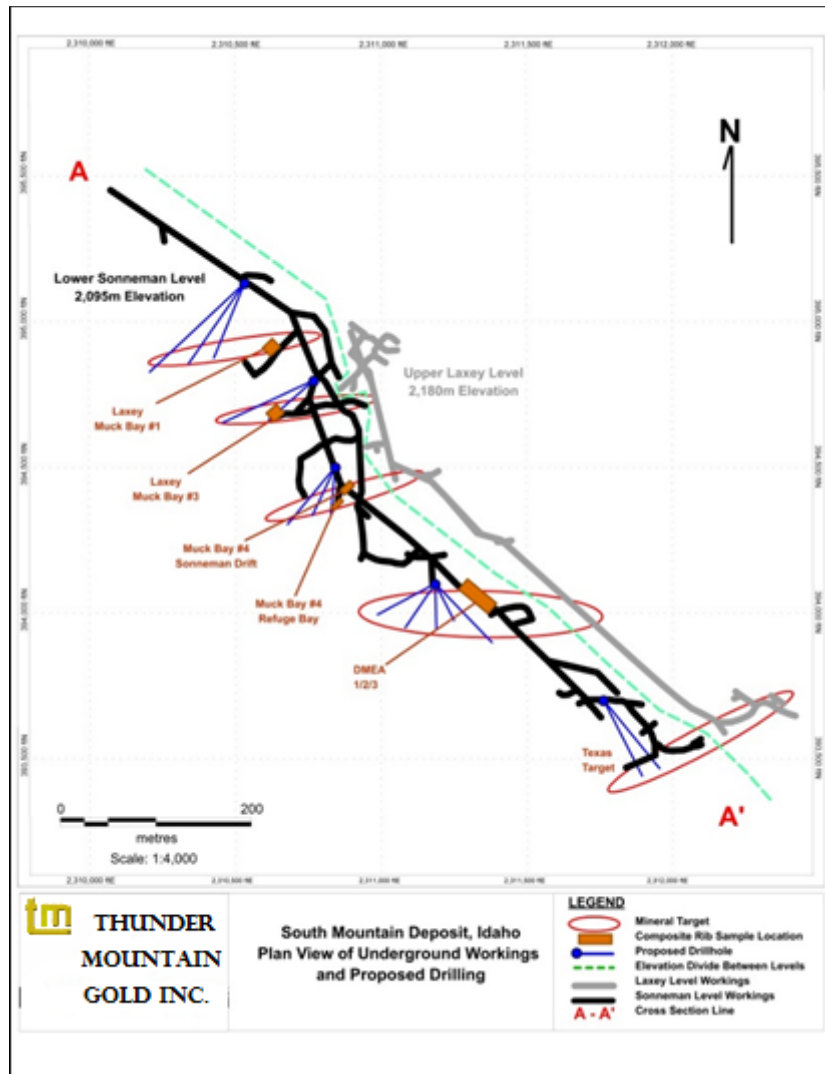


Figure 3: Plan View of Sonneman & Laxey Levels, showing locations of previously reported rib sampling

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

Information concerning our mining properties has been prepared in accordance with the requirements of subpart 1300 of Regulation S-K, which first became applicable to us for the fiscal year ended December 31, 2021. These requirements differ significantly from the previously applicable disclosure requirements of SEC Industry Guide 7. Among other differences, subpart 1300 of Regulation S-K requires us to disclose our mineral resources, in addition to our mineral reserves, as of the end of our most recently completed fiscal year both in the aggregate and for each of our individually material mining properties. You are cautioned that mineral resources do not have demonstrated economic value. Mineral resources are subject to further exploration and development, are subject to additional risks, and no assurance can be given that they will eventually convert to future reserves. Inferred Resources, in particular, have a great amount of uncertainty as to their existence and their economic and legal feasibility. Investors are cautioned not to assume that any part or all of the Inferred Resource exists or is economically or legally mineable. See Item 1A, Risk Factors.

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”). The Highlights of South Mountain NI-43-101 section refers to “mineral resources,” “measured mineral resources,” “indicated mineral resources,” and “inferred mineral resources.”

Qualified Person – The technical information in this Form 10Q has been reviewed and approved by Larry D. Kornze, (Retired), Director of Thunder Mountain Gold Inc., and a “Qualified Person” as defined by National Instrument 43-101 standards.

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 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 generally accessible year-round by traveling south from Battle Mountain Nevada on state highway 305, which is paved.

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.

Wright Geophysics also 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 Company does not plan to conduct any work on the Trout Creek Property in 2023, but instead will focus all of their efforts on their South Mountain Project.

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.

Competition

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

Employees

The Company employs two full-time officers. As part of the BeMetals agreement, the Company allowed these officers to work on the South Mountain Project on a consulting arrangement with BeMetals. It is anticipated that the employees will continue their work with the Company.

Results of Operations:

For the three months ended September 30, 2023, the Company recorded a net loss of \$119,701, compared to a net loss of \$298,490, for the same period ended September 30, 2022. Net Loss for the nine-month period ended September 30, 2023, was \$427,355 compared to a net loss of \$1,263,799 for the same period in 2022. The increase in net income for the three months ended September 30, 2023, is primarily due to an increase in the market value of the Company's investment in

BeMetals stock. For the three-month period ended September 30, 2023, the Company recognized an unrealized loss on the investment in BeMetals of \$16,688. On September 30, 2023 for the nine month period ended the Company had a unrealized gain of \$30,732. The Company recognized an unrealized loss of \$230,072 and a loss of \$851,060 for the three- and nine-month periods ended September 30, 2022.

Three-month period comparisons

The Company recognized no income in management services income for the three-month period ended on September 30, 2023, compared to \$75,000 recognized for the quarter ended September 30, 2022. The decrease in revenue is due to the termination of the BeMetals Option Agreement (see Note 3).

Operating expenses for the three months ended September 30, 2023, of \$103,409 decreased from the same respective period in 2022 by \$40,503 or 28%. Exploration expenses for the three months ended September 30, 2023, witnessed an increase of \$11,681 in comparison to the same period in 2022. This rise in exploration expenses is attributed to the termination of the BeMetals Option Agreement. On December 30, 2022, the Company mutually agreed with BeMetals Corporation to terminate the Option Agreement, wherein BeMetals had been providing funding for project expenses, including exploration expenses to South Mountain Mines project. Legal and accounting costs decreased in the three-month period ended September 30, 2023, compared to 2022 by \$9,250 for a total of \$12,753 Management and administrative expenses decreased by \$42,603 or 35%. This decrease in management and administration costs was due to the shareholders meeting and higher payroll, insurance cost incurred for the three months ended September 30, 2022 versus three months ended September 30, 2023.

Nine-month period comparisons

The Company recognized no income from management services for the nine-month period ended September 30, 2023, compared to \$225,000 in total revenue for the nine-month period ended on September 30, 2022. The decrease in revenue is due to the termination of the BeMetals Option Agreement (see Note 3).

Operating expenses for the nine months ended September 30, 2023, of \$459,807 decreased from the same respective period in 2022 by \$178,524 or 28%. Exploration expenses for the nine months ended September 30, 2023, witnessed an increase of \$52,450 in comparison to the same period in 2022. This rise in exploration expenses is attributed to the termination of the BeMetals Option Agreement. On December 30, 2022, the Company mutually agreed with BeMetals Corporation to terminate the Option Agreement, wherein BeMetals had been providing funding for project expenses, including exploration expenses to South Mountain Mines project. Legal and accounting costs decreased by \$17,379 or 16% for a total of \$88,950. Management and administrative expenses decreased by \$212,925 or 40% principally due to stock compensation of \$158,341 for stock options issued to our officers and directors on March 21, 2022. There were no stock options issued during the nine months ended September 30, 2023.

Liquidity and Capital Resources:

The condensed consolidated financial statements for the period ended September 30, 2023, have been prepared under the assumption that we will continue as a going concern. Such an assumption contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As shown in the condensed consolidated financial statements for the nine-month period ended September 30, 2023, and based upon current plans, management is confident that the Company will have cash reserves and available for sale securities sufficient to cover normal operating expenditures for the foreseeable future. Factors considered in substantiating this conclusion include:

- On September 30, 2023, the Company had cash and cash equivalents of \$209,529.
- The Company has 8 million common shares of BMET USA with a market value of \$769,344, on September 30, 2023.
- The ability to raise additional equity capital based upon the results of the exploration and development conducted by BeMetals.

It is important to note, upon the termination of BeMetals South Mountain Option Agreement, the Company's management immediately commenced marketing the South Mountain Project to other groups that have expressed an interest.

At September 30, 2023, we have current assets of \$1,018,451. For the nine months ended September 30, 2023, net cash used for operating activities was \$463,139. 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 cash to complete our exploration programs, we will make every effort to raise additional funds from public offerings, sale of liquid stock or loans. To address liquidity concerns, the Company has considered the following:

- On October 19, 2023, we had \$176,386 cash in our bank accounts.
- We do not include in this consideration any option payments mentioned below.
- Management is committed to managing expenses of all types to not exceed the on-hand cash resources of the Company at any point in time, now or in the future.
- The Company will also consider other sources of funding, including potential mergers, the sale of all or part of the Company's 8 million BeMetals Corp. (TSX-V: BMET) common shares beneficially held, and/or additional farm-out of its other exploration property.

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 cash to complete our exploration programs, we will attempt to raise additional funds from a public offering, a private placement, mergers, farm-outs or loans.

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.

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.

Contractual obligations	Payments due by period				
	Total*	Less than 1 year	2-3 years	4-5 years	More than 5 years
Acree Lease (yearly, June)(1)	\$3,390	\$3,390	-	-	\$ -
Lowry Lease (yearly, October)(1)(2)	\$11,280	\$11,280	-	-	\$ -
OGT LLC ⁽³⁾	\$15,000	\$5,000	\$10,000	-	\$ -
Total	\$29,670	\$19,670	\$10,000	-	\$ -

- (1) Amounts shown are for the lease periods years 15 through 16, a total of 1 year that remains after 2022, the lease was extended an additional 10 years at \$30/acre after 2014.
- (2) The Lowry lease has an early buy-out provision for 50% of the remaining amounts owed in the event the Company desires to drop the lease prior to the end of the first seven-year period.
- (3) OGT LLC, managed by the Company's wholly owned subsidiary SMMI, receives a \$5,000 per year payment for up to 10 years, or until a \$5 million capped NPI Royalty is paid.

Critical Accounting 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 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.

On April 12, 2023, the Company received a notice of Complaint filed in the fourth judicial district court of the State of Idaho by a law firm representing a former mining contractor who had worked on the South Mountain Mine project in the Fall of 2020. The Complaint alleges the Company owes the contractor for past services related to the BeMetals Option Agreement.

On August 16, 2023, the Company extended a settlement offer to the former mining contractor. During the mailing process of the Company's offer, the contractor's attorney communicated their willingness to accept a slightly higher settlement amount. Subsequently, on September 28, 2023, the Company was notified that the mining contractor's counsel intended to withdraw from the case. The withdrawal process will involve the filing of a motion with the court, followed by a court hearing. Upon the court's approval of the motion, the mining contractor will have a 21-day window to secure new legal representation. Failure to secure new counsel within this period may result in the dismissal of the case.

Item 1A. Risk Factors.

Mineral resources are subject to further exploration and development, are subject to additional risks, and no assurance can be given that they will eventually convert to future reserves. Inferred Resources have a great amount of uncertainty as to their existence and their economic and legal feasibility. Mineral interests are periodically assessed for impairment of value and any subsequent losses are charged to operations at the time of impairment. Thunder Mountain Gold evaluated these impairment considerations and determined that no such impairments occurred as of September 30, 2023.

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

In March 2022, the Company granted 1,600,000 stock options to officers and directors of the Company. The fair value of the options was determined to be \$139,200 using the Black Scholes model. The options are exercisable on or before March 21, 2027, and have an exercise price of \$0.09. The options were fully vested upon grant and the entire fair value was recognized as compensation expense during the quarter ended March 31, 2022.

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 period ended September 30, 2023, 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	<u>Certification Required by Rule 13a-14(a) or Rule 15d-14(a). Jones</u>
31.2	<u>Certification Required by Rule 13a-14(a) or Rule 15d-14(a). Thackery</u>
32.1	<u>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</u>
32.2	<u>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</u>
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

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 behalf of the undersigned, thereunto duly authorized.

THUNDER MOUNTAIN GOLD, INC.

By _____
Eric T. Jones
President and Chief Executive Officer
Date: November 8, 2023

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

By _____
Larry Thackery
Chief Financial Officer
Date: November 8, 2023