

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

FORM 10-Q/A

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

For the quarterly period ended September 30, 2019

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

Commission File Number: 333-150028

**BUNKER HILL MINING CORP.
(FORMERLY LIBERTY SILVER CORP.)**

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

32-0196442

(IRS Employer Identification Number)

**82 Richmond Street East
Toronto, Ontario, Canada, M5C 1P1**

(Address of principal executive offices)

416-477-7771

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

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

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated file, a non-accelerated filer, 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

As of November 27, 2019, the Issuer had 69,817,196 shares of common stock issued and outstanding.

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

The financial statements of Bunker Hill Mining Corp. (formerly Liberty Silver Corp.), (“Bunker Hill”, the “Company”, or the “Registrant”) a Nevada corporation, included herein were prepared, without audit, pursuant to rules and regulations of the Securities and Exchange Commission. Because certain information and notes normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America were condensed or omitted pursuant to such rules and regulations, these financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto included in the Company's Form 10-K for the fiscal year ended June 30, 2019, and all amendments thereto.

BUNKER HILL MINING CORP. (FORMERLY LIBERTY SILVER CORP.) INTERIM CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS PERIOD ENDED SEPTEMBER 30, 2019

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Bunker Hill Mining Corp.
Condensed Interim Consolidated Balance Sheets
(Expressed in United States Dollars)
Unaudited

	As at September 30, 2019	As at June 30, 2019
ASSETS		
Current assets		
Cash and cash equivalents	\$ 599,424	\$ 28,064
Accounts receivable	45,488	42,864
Prepaid expenses	21,074	35,172
Total current assets	665,986	106,100
Non-current assets		
Equipment (note 4)	5,408	52,050
Right-of-use assets (note 5)	292,538	-
Long term deposit	68,939	68,939
Mining interests (note 6)	1	1
Total assets	\$ 1,032,872	\$ 227,090
EQUITY AND LIABILITIES		
Current liabilities		
Accounts payable (notes 6 and 11)	\$ 2,027,170	\$ 2,170,398
Accrued liabilities (notes 6 and 10)	2,880,545	2,896,025
Other liabilities	-	57,307
Interest payable	249,397	201,507
Convertible loan payable (note 7)	1,778,196	1,744,327
Current portion of lease liability (note 8)	98,411	-
Total current liabilities	7,033,719	7,069,564
Non-current liabilities		
Lease liability (note 8)	197,616	-
Derivative warrant liability (note 9)	2,398,293	116,809
Total liabilities	9,629,628	7,186,373
Shareholders' Deficiency		
Preferred shares, \$0.000001 par value, 10,000,000 preferred shares authorized; Nil preferred shares issued and outstanding (note 9)	-	-
Common shares, \$0.000001 par value, 750,000,000 common shares authorized; 69,817,196 and 15,811,396 common shares issued and outstanding, respectively (note 9)	70	16
Additional paid-in-capital (note 9)	26,840,864	24,284,765
Shares to be issued	-	107,337
Deficit accumulated during the exploration stage	(35,437,690)	(31,351,401)
Total shareholders' deficiency	(8,596,756)	(6,959,283)
Total shareholders' deficiency and liabilities	\$ 1,032,872	\$ 227,090

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

Bunker Hill Mining Corp.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss****(Expressed in United States Dollars)****Unaudited**

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018
Operating expenses		
Operation and administration	\$ 63,634	\$ 658,259
Exploration	958,804	810,265
Legal and accounting	28,572	69,158
Consulting	84,640	73,651
Loss from operations	(1,135,650)	(1,611,333)
Other income or gain (expense or loss)		
Change in derivative liability (notes 7 and 9)	(1,813,257)	1,119,937
Accretion expense (note 7)	(33,869)	(108,654)
Gain on foreign exchange	673	8,492
Interest expense (note 7)	(47,890)	(44,932)
Loss on debt settlement (note 9)	(1,056,296)	-
Loss before income tax	(4,086,289)	(636,490)
Provision for income taxes	-	-
Net loss and comprehensive loss for the period	\$ (4,086,289)	\$ (636,490)
Net loss per common share- basic and fully diluted	\$ (0.09)	\$ (0.19)
Weighted average number of common shares - basic and fully diluted	43,825,952	3,361,779

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

Bunker Hill Mining Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in United States Dollars)
Unaudited

	Three Months Ended September 30, 2019	Three Months Ended September 30, 2018
Operating activities		
Net loss for the period	\$ (4,086,289)	\$ (636,490)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	-	43,893
Depreciation expense	25,044	4,979
Change in fair value of warrant liability	1,813,257	(1,119,937)
Accretion expense	33,869	108,654
Interest expense on lease liability	7,787	-
Loss on debt settlement	1,056,296	-
Changes in operating assets and liabilities:		
Accounts receivable	(2,624)	101,736
Prepaid expenses	14,098	167,042
Accounts payable	329,138	12,597
Accrued liabilities	229,827	(164,654)
Other liabilities	(9,114)	(5,369)
Interest payable	47,890	44,931
Net cash used in operating activities	(540,821)	(1,442,618)
Financing activities		
Proceeds from convertible loan payable	-	474,250
Proceeds from issuance of common stock, net of issue costs	1,143,074	523,200
Lease payments	(30,893)	-
Net cash provided by financing activities	1,112,181	997,450
Net change in cash and cash equivalents	571,360	(445,168)
Cash and cash equivalents, beginning of period	28,064	502,660
Cash and cash equivalents, end of period	\$ 599,424	\$ 57,492
Supplemental disclosures		
Non-cash activities:		
Common stock issued to settle accounts payable and accrued liabilities	717,673	-

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

Bunker Hill Mining Corp.

Condensed Interim Consolidated Statements of Changes in Shareholders' Deficiency

(Expressed in United States Dollars)

Unaudited

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Shares to Be issued	Deficit Accumulated During the Exploration Stage	Total
Balance, June 30, 2018	3,301,372	\$ 3	\$ 23,397,259	\$ -	\$ (23,613,576)	\$ (216,314)
Stock-based compensation	-	-	43,893	-	-	43,893
Shares issued at \$3.42 per share (i)	160,408	-	549,333	-	-	549,333
Issue costs	-	-	(25,750)	-	-	(25,750)
Warrant valuation	-	-	(355,751)	-	-	(355,751)
Net loss for the period	-	-	-	-	(636,490)	(636,490)
Balance, September 30, 2018	3,461,780	\$ 3	\$ 23,611,984	\$ -	\$ (24,250,066)	\$ (641,079)
Balance, June 30, 2019	15,811,396	16	24,284,765	107,337	(31,351,401)	(6,959,283)
Shares issued at \$0.04 per share (ii)	35,008,956	35	1,315,691	(107,337)	-	1,208,389
Units issued for debt settlement at \$0.09 per share	16,962,846	17	1,499,034	-	-	1,499,051
Shares issued for debt settlement at \$0.14 per share	2,033,998	2	274,916	-	-	274,918
Issue costs	-	-	(65,315)	-	-	(65,315)
Warrant valuation	-	-	(468,227)	-	-	(468,227)
Net loss for the period	-	-	-	-	(4,086,289)	(4,086,289)
Balance, September 30, 2019	69,817,196	\$ 70	\$ 26,840,864	\$ -	\$ (35,437,690)	\$ (8,596,756)

(i) Shares issued at C\$4.50, converted to US at \$3.42 (note 9)

(ii) Shares issued at C\$0.05, converted to US at \$0.04 (note 9)

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

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

1. Nature and continuance of operations and going concern

Bunker Hill Mining Corp. (the "Company") was incorporated under the laws of the state of Nevada, U.S.A on February 20, 2007 under the name Lincoln Mining Corp. Pursuant to a Certificate of Amendment dated February 11, 2010, the Company changed its name to Liberty Silver Corp., and on September 29, 2017 the Company changed its name to Bunker Hill Mining Corp. The Company's registered office is located at 1802 N. Carson Street, Suite 212, Carson City Nevada 89701, and its head office is located at 82 Richmond Street, Toronto, Ontario, Canada, M5C 1P1. As of the date of this Form 10-Q/A, the Company had two subsidiaries, Bunker Hill Operating LLC, a Colorado corporation that is currently dormant, and American Zinc Corp., an Idaho corporation created to facilitate the work being conducted at the Bunker Hill Mine in Idaho.

The Company was incorporated for the purpose of engaging in mineral exploration activities. It continues to work at developing its project with a view towards putting it into production.

These unaudited condensed interim consolidated financial statements have been prepared on a going concern basis. Bunker Hill Mining Corp. (the "Company") has incurred losses since inception resulting in an accumulated deficit of \$35,437,690 and further losses are anticipated in the development of its business. The Company does not have sufficient working capital needed to meet its current fiscal obligations and commitments. In order to continue to meet its fiscal obligations in the current fiscal year and beyond, the Company must seek additional financing. This raises substantial doubt about the Company's ability to continue as a going concern. Its ability to continue as a going concern is dependent upon the ability of the Company to generate profitable operations in the future and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Management is considering various financing alternatives including, but not limited to, raising capital through the capital markets and debt financing. These consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets, or the amounts of and classification of liabilities that might be necessary in the event the Company cannot continue in existence.

The ability of the Company to emerge from the exploration stage is dependent upon, among other things, obtaining additional financing to continue operations, explore and develop the mineral properties and the discovery, development, and sale of reserves.

2. Basis of presentation

The accompanying unaudited condensed interim consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules and regulations of the United States Securities and Exchange Commission for interim financial information. Accordingly, they do not include all the information and footnotes necessary for a comprehensive presentation of financial position, results of operations, shareholders' equity or cash flows. It is management's opinion, however, that all material adjustments (consisting of normal recurring adjustments) have been made which are necessary for a fair financial statement presentation. The unaudited condensed interim consolidated financial statements should be read in conjunction with the Company's Annual Report on Form 10-K, which contains the annual audited consolidated financial statements and notes thereto, together with the Management's Discussion and Analysis, for the year ended June 30, 2019. The interim results for the period ended September 30, 2019 are not necessarily indicative of the results for the full fiscal year. The unaudited interim condensed consolidated financial statements are presented in USD, which is the functional currency.

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

3. New and recently adopted technical and accounting pronouncements

The Company adopted ASU 2016-02 effective July 1, 2019. ASU 2016-02 requires lessees to recognize most leases on the balance sheet to reflect the right to use an asset for a period of time and an associated lease liability for payments. The Company has applied ASU 2016-02 in accordance with the modified retrospective approach only to contracts that were previously identified as leases. Contracts that were not identified as leases under previous standards were not reassessed for whether there is a lease. Therefore, the definition of a lease under ASU 2016-02 was applied only to contracts entered into or changed on or after July 1, 2019. The Company has determined that there is no change to the comparative periods or transitional adjustments required as a result of the adoption of this standard.

The aggregate lease liability recognized in the statement of financial position at July 1, 2019 and Company's operating lease commitment at July 1, 2019 can be reconciled as follows:

Operating lease commitment as at July 1, 2019	370,711
Effect of discounting at the incremental borrowing rate	(51,578)
Total lease liability as at July 1, 2019	319,133

The weighted average incremental borrowing rate applied to lease liability on July 1, 2019 was 10%.

In June 2016, the FASB issued ASU 2016-13, Measurement of Credit Losses on Financial Instruments. The pronouncement revises the methodology for measuring credit losses on financial instruments and the timing of when such losses are recorded. The guidance is effective for fiscal years beginning after December 15, 2019. The Company is currently evaluating the potential impact of this guidance on the consolidated financial statements.

4. Equipment

Equipment consists of the following:

	September 30, 2019	June 30, 2019
Leasehold improvements	\$ -	\$ 59,947
Equipment	9,050	9,050
	9,050	68,997
Less accumulated depreciation	(3,642)	(16,947)
Equipment, net	5,408	\$ 52,050

5. Right-of-use asset

Right-of-use asset consists of the following:

	September 30, 2019	June 30, 2019
Office lease	\$ 319,133	\$ -
Less accumulated depreciation	(26,595)	-
Right-of-use asset, net	\$ 292,538	\$ -

Bunker Hill Mining Corp.
Notes to Condensed Interim Consolidated Financial Statements
Three Months Ended September 30, 2019
(Expressed in United States Dollars)
Unaudited

6. Mining interests

Bunker Hill Mine Complex

On November 27, 2016, the Company entered into a non-binding letter of intent with Placer Mining Corp. (“Placer Mining”), which letter of intent was further amended on March 29, 2017, to acquire the Bunker Hill Mine in Idaho and its associated milling facility located in Kellogg, Idaho, in the Coeur d’Alene Basin (the “Letter of Intent”). Pursuant to the terms and conditions of the Letter of Intent, the acquisition, which was subject to due diligence, would include all mining claims, surface rights, fee parcels, mineral interests, existing infrastructure, machinery and buildings at the Kellogg Tunnel portal, and in Milo Gulch, or anywhere underground at the Bunker Hill Mine Complex. The acquisition would also include all current and historic data relating to the Bunker Hill Mine Complex, such as drill logs, reports, maps, and similar information located at the mine site or any other location.

Excluded from the purchase was the mill building located at the mouth of the Kellogg Tunnel, the parcel on which the mill building is erected, the machinery and other property located in the mill building, broken ore which was located in the mine yard, and broken ore located in the mine which was blasted but had not yet been removed from the mine workings. Also, the Caledonia Mine property, the Crystal Vug Stope, and a group of claims called the Silver Ridge Group were excluded from the purchase.

During the fiscal year ended June 30, 2017, the Company made payments totaling \$300,000 as part of this Letter of Intent. These amounts were initially capitalized and subsequently written off during fiscal 2018 and are included in exploration expenses.

On August 28, 2017 the Company announced it had signed a definitive agreement for a lease with option to purchase (the “2017 Agreement”). Under the terms of the 2017 Agreement, the Company was required to make a \$1 million bonus payment to Placer Mining no later than October 31, 2017, which payment was made, along with two additional \$500,000 bonus payments in December 2017. The 24-month lease commenced November 1, 2017 and was slated to continue until October 31, 2019. The lease period could also be extended by a further 12 months at the Company’s discretion. During the term of the lease, the Company was required to make \$100,000 monthly mining lease payments, paid quarterly.

Under the 2017 agreement the Company had an option to purchase the Bunker Assets at any time before the end of the lease and any extension for a total purchase price of \$45 million with purchase payments totaling \$25 million to be made over a ten-year period to Placer Mining, and \$20 million of payments being made to the EPA over a seven year period. Additionally the 2017 Agreement provided for a 3% net smelter return royalty (“NSR”) on concentrate sales during the Lease and a 1.5% NSR on concentrate sales after the purchase option is exercised, with the post-acquisition NSR being capped at \$60 million.

On October 2, 2018, the Company announced that it was in default of its Lease with Option to Purchase Agreement with Placer Mining. The default arose as a result of missed lease and operating cost payments, totaling \$400,000, which were due at the end of September and on October 1, 2018. As per the 2017 Agreement, the Company had 15 days, from the date notice of default was provided (September 28, 2018), to remediate the default by making the outstanding payments. While Management worked with urgency to resolve this matter, Management was ultimately unsuccessful in remedying the default, resulting in the lease being terminated.

Management continued to work with the principals of Placer Mining and as a result, management was able to reinstate the lease and announced such reinstatement on November 13, 2018. The reinstatement made several amendments to the original lease terms wherein monthly payments were reduced to \$60,000 per month for 12 months, with the accumulated reduction in payments of \$140,000 per month (“deferred payments”) added to the purchase price of the mine should the Company choose to exercise its option. As at September 30, 2019, the Company has accrued for \$1,643,000 of the deferred payments and is included in accounts payable.

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

6. Mining interests (continued)

Bunker Hill Mine Complex (continued)

On October 22, 2019, the Company signed a further amendment to the 2017 Agreement (see note 12). Under the new amended agreement, the lease period has been extended for an additional period of nine months through August 1, 2020. The Company will continue to make a monthly care and maintenance payment of \$60,000. Additionally, the option to purchase has been amended providing for a purchase price of \$11 million for 100% of the marketable assets of Bunker Assets. The purchase option may be exercised at anytime during the remaining period of the lease. An additional term of the amended lease provides for the elimination of all royalty payments that were to be paid to the mine owner. Additionally, the accrued lease payment accruals will also be eliminated upon exercise of the purchase option for the mine. The mill building, the parcel on which the mill building is erected, the broken ore on the surface and broken ore underground remain excluded from the purchase. However, the Caledonia Mine, the Crystal Vug Stope and the Silver Ridge group of claims are now included in the purchase.

In addition to the payments to Placer Mining, pursuant to agreements with the United States Environmental Protection Agency (“EPA”) whereby for so long as Bunker leases, owns and/or occupies the Bunker Hill Mine, the Company will be responsible for water treatment costs from mine water outflows from the Bunker Hill Mine. These payments currently are estimated at \$960,000 annually and are to be made to the EPA in two semi-annual payments of \$480,000 due semi-annually on June 1 and December 1 of each year. Additionally, the Company has agreed to make payments to the EPA on behalf of the current owner in satisfaction of the EPA’s claim for cost recovery. These payments, if all are made, will total \$20 million. The cost recovery agreement calls for payments starting with \$1 million 30 days after a fully ratified agreement was signed (which payment was made) followed by \$2 million on November 1, 2018 and \$3 million on each of the next 5 anniversaries with a final \$2 million payment on November 1, 2024. In addition to these payments, the company is to make semi-annual payments of \$480,000 on June 1 and December 1 of each year, to cover the EPA’s costs of water treatment pursuant to the water treatment agreement. The November 1, 2018 and November 1, 2019 cost recovery payments were not made, and the December 1, 2018 and June 1, 2019 water treatment payments were not made. The Company remains in active discussions with the EPA to amend and/or defer payments, or to propose a satisfactory lump sum payment arrangement to entirely pay the accrued water treatment and cost recovery payments.

7. Convertible loan payable

On June 13, 2018, the Company entered into a loan and warrant agreement with Hummingbird Resources PLC (“Hummingbird”), an arm’s length investor, for an unsecured convertible loan in the aggregate sum of \$1,500,000, bearing interest at 10% per annum, maturing in one year. Contemporaneously, the Company agreed to issue 229,464 share purchase warrants, entitling the lender to acquire 229,464 common shares of the Company, at a price of C\$8.50 per share, for two years. Under the terms of the loan agreement, the lender may, at any time prior to maturity, convert any or all of the principal amount of the loan and accrued interest thereon, into common shares of the Company at a price per share equal to C\$8.50. In the event that a notice of conversion would result in the lender holding 10% or more of the Company’s issued and outstanding shares, then, in the alternative, and under certain circumstances, the Company would be required to pay cash to the lender in an amount equal C\$8.50 multiplied by the number of shares intended to be issued upon conversion. Further, in the event that the lender holds more than 5% of the issued and outstanding shares of the Company subsequent to the exercise of any of its convertible securities held under this placement, it shall have the right to appoint one director to the board of the Company. Lastly, among other things, the loan agreement further provides that for as long as any amount is outstanding under the convertible loan, the investor retains a right of first refusal on any Company financing or joint venture/strategic partnership/disposal of assets.

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

7. Convertible loan payable (continued)

In August 2018, the amount of the Hummingbird convertible loan payable was increased to \$2 million from its original \$1.5 million loan, net of \$45,824 of debt issue costs, of which \$25,750 was incurred in the current period. Under the terms of the Amended and Restated Loan Agreement, Hummingbird may, at any time prior to maturity, convert any or all of the principal amount of the loan and accrued interest thereon, into common shares of Bunker as follows: (i) \$1,500,000, being the original principal amount (“Principal Amount”), the Principal Amount may be converted at a price per share equal to C\$8.50; (ii) 229,464 common shares may be acquired upon exercise of warrants at a price of C\$8.50 per warrant for a period of two years from the date of issuance; (iii) \$500,000, being the additional principal amount (“Additional Amount”), the Additional Amount may be converted at a price per share equal to C\$4.50; and (iv) 116,714 common shares may be acquired upon exercise of warrants at a price of C\$4.50 per warrant for a period of two years from the date issuance. In the event that Hummingbird would acquire common shares in excess of 9.999% through the conversion of the Principal Amount or Additional Amount, including interest accruing thereon, or on exercise of the warrants as disclosed herein, the Company shall pay to Hummingbird a cash amount equal to the common shares exercised in excess of 9.999%, multiplied by the conversion price.

In March 2019, Hummingbird agreed to extend the scheduled maturity date of the loan to June 30, 2020. This was accounted for as a loan extinguishment which resulted in the recording of a net loss on loan extinguishment of \$1,195,880.

In June 2019, the Company repaid \$100,000 of the Additional Amount, which resulted in the recording of a net loss on loan extinguishment of \$8,193.

The Company has accounted for the conversion features and warrants in accordance with ASC Topic 815. The conversion features and warrants are considered derivative financial liabilities as they are convertible into common shares at a conversion price denominated in a currency other than the Company’s functional currency of the US dollar. The estimated fair value of the conversion features and warrants was determined on the date of issuance and marks to market at each financial reporting period.

At September 30, 2019, the fair value of the conversion features was estimated using the Binomial model to determine the fair value of conversion features using the following assumptions:

Principal Amount	June 30, 2019	September 30, 2019
Expected life	365 days	273 days
Volatility	100%	100%
Risk free interest rate	1.75%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

Additional Amount	June 30, 2019	September 30, 2019
Expected life	365 days	273 days
Volatility	100%	100%
Risk free interest rate	1.75%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements
Three Months Ended September 30, 2019
(Expressed in United States Dollars)
Unaudited

7. Convertible loan payable (continued)

The fair value of the warrants was estimated using the Binomial model to determine the fair value of the derivative warrant liabilities using the following assumptions:

Principal Amount	June 30, 2019	September 30, 2019
Expected life	349 days	257 days
Volatility	100%	100%
Risk free interest rate	1.95%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

Additional Amount	June 30, 2019	September 30, 2019
Expected life	405 days	314 days
Volatility	100%	100%
Risk free interest rate	1.84%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

The residual value of the Principal Amount was deemed to be \$61,448, net of \$20,074 of expenses, and the residual value of the Additional Amount was deemed to be \$34,850, net of \$38,449 of expenses. The residual value of the loan after the loan extension was deemed to be \$1,800,000, net of \$200,000 of expenses.

Accretion expense for the three months ended September 30, 2019 was \$33,869 (three months ended September 30, 2018 - \$9,373) based on effective interest rate of 16% after the loan extension.

Interest expense for the three months ended September 30, 2019 was \$47,890 (three months ended September 30, 2018 - \$44,932).

	Amount
Balance, June 30, 2018	\$ 70,820
Proceeds on issuance	500,000
Debt issue costs	(238,455)
Conversion feature valuation	(205,444)
Warrant valuation	(221,256)
Accretion expense	734,589
Loss on loan extinguishment	1,204,073
Partial extinguishment	(100,000)
Balance, June 30, 2019	\$ 1,744,327
Accretion expense	33,869
Balance, September 30, 2019	\$ 1,778,196

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

8. Lease liability

The Company has an operating lease for office space that expires in 2022. Below is a summary of the Company's lease liability as of September 30, 2019:

		Office lease
Balance, June 30, 2019	\$	-
Addition		319,133
Interest expense		7,787
Lease payments		(30,893)
Balance, September 30, 2019	\$	296,027
Less: current portion		(98,411)
Long-term lease liability	\$	197,616

9. Capital stock, warrants and stock options

Authorized

The total authorized capital is as follows:

- 750,000,000 common shares with a par value of \$0.000001 per common share; and
- 10,000,000 preferred shares with a par value of \$0.000001 per preferred share

On May 23, 2019, the Company affected a consolidation of its issued and outstanding share capital on the basis of one (1) post-consolidation share for each ten (10) pre-consolidation common shares, which has been retrospectively applied in these financial statements. The consolidation of the Company common shares resulted in the authorized capital of the Company being reduced on a one for ten basis. Upon receiving authorization from a majority of its shareholders, the Company on July 19, 2019 amended its articles of incorporation to change to the authorized capital as noted above.

On July 19, 2019, the Company amended its articles of incorporation to change the total authorized capital and the par values, which have been retrospectively applied in these financial statements.

Issued and outstanding

In August 2018, the Company closed a private placement, issuing 160,408 Units to Gemstone 102 Ltd. ("Gemstone") at a price of C\$4.50 per Unit, for gross proceeds of C\$721,834 (\$549,333) and incurring financing costs of \$25,750. Each Unit entitles Gemstone to acquire one common share ("Unit Share") and one common share purchase warrant ("Unit Warrant"), with each Unit Warrant entitling Gemstone to acquire one common share of the Company at a price of C\$4.50 for a period of three years. Prior to the issuance of the Units, Gemstone held 400,000 common shares of the Company and 200,000 warrants ("Prior Warrants") exercisable at a price of C\$20.00 per share. Immediately prior to closing, the Prior Warrants were early terminated by mutual agreement of the Company and Gemstone. Upon issuance of the 160,408 Units to Gemstone, Gemstone beneficially owns or exercises control or direction over 560,408 common shares of the Company. Assuming exercise of the Unit Warrants, Gemstone would hold 720,816 of the outstanding common shares of the Company. Gemstone's participation in the Offering constitutes a "related party transaction" under Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101").

Given the urgent need to secure financing to meet the new lease obligations, Bunker's Board approved an equity private placement of Units to be sold at C\$0.75 per Unit with each Unit consisting of one common share and one common share purchase warrant. On November 28, 2018, the Company closed on a total of 645,866 Units for gross proceeds of C\$484,400 (\$365,341) and incurring financing costs of \$10,062, with each purchase warrant exercisable into a Common Share at C\$1.00 per Common Share for a period of thirty-six months.

Bunker Hill Mining Corp.
Notes to Condensed Interim Consolidated Financial Statements
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(Expressed in United States Dollars)
Unaudited

9. Capital stock, warrants and stock options (continued)

Issued and outstanding (continued)

On June 27, 2019, the Company closed the first tranche ("First Tranche") of a non-brokered private placement, issuing 11,660,000 units ("June 2019 Unit") at a price of C\$0.05 per June 2019 Unit for gross proceeds of C\$583,000 (\$436,608) and incurring financing costs of \$19,640. Each June 2019 Unit consists of one common share of the Company and one common share purchase warrant ("June 2019 Warrant"). Each whole June 2019 Warrant entitles the holder to acquire one common share at a price of C\$0.25 per common share for a period of two years. As a part of the First Tranche, Hummingbird Resources PLC ("Hummingbird") has acquired 2,660,000 June 2019 Units for C\$133,000 (\$100,000) which was applied to reduction of the principal amount owing under the convertible loan facility (see note 7).

On August 1, 2019, the Company closed the second and final tranche ("Tranche Two") of the non-brokered private placement, issuing 23,005,800 units ("August 2019 Units") at \$0.05 per August 2019 Unit for gross proceeds of C\$1,150,290 (\$868,758) and incurring financing costs of \$36,468. Each August 2019 Unit consists of one common share of the Company and one common share purchase warrant, which entitles the holder to acquire one common share at a price of C\$0.25 per common share for a period of two years. Of the 23,005,800 August 2019 Units issued, 16,962,846 August 2019 Units were issued to settle \$640,556 of debt at a deemed price of \$0.09 based on the fair value of the shares issued. As a result, the Company recorded resulting in loss on debt settlement of \$858,495.

On August 23, 2019, the Company closed the first tranche (the "First Tranche") of the non-brokered private placement, issuing 30,000,000 common shares of the Company at C\$0.05 per share for gross proceeds of C\$1,500,000 (\$1,126,344) and incurring financing costs of \$28,847. Of the 30,000,000 common shares issued, 2,033,998 common shares were issued to settle \$77,117 of debt at a deemed price of \$0.14 based on the fair value of the shares issued. As a result, the Company recorded a loss on debt settlement of \$197,800.

On August 30, 2019, the Company closed the second and final tranche (the "Second Tranche") of the non-brokered private placement, issuing 1,000,000 common shares at C\$0.05 per share for gross proceeds of C\$50,000 (\$37,550).

For each financing, the Company has accounted for the warrants in accordance with ASC Topic 815. The warrants are considered derivative instruments as they were issued in a currency other than the Company's functional currency of the US dollar. The estimated fair value of warrants accounted for as liabilities was determined on the date of issue and marks to market at each financial reporting period. The change in fair value of the warrant is recorded in the unaudited condensed interim consolidated statement of operations and comprehensive loss as a gain or loss and is estimated using the Binomial model.

The fair value of the warrant liabilities related to the various tranches of warrants issued during the year was estimated using the Binomial model to determine the fair value using the following assumptions on the day of issuance and as at September 30, 2019:

August 2019 issuance	August 1, 2019	September 30, 2019
Expected life	731 days	671 days
Volatility	100%	100%
Risk free interest rate	1.59%	1.59%
Dividend yield	0%	0%
Share price	\$0.07	\$0.15
Fair value	\$468,227	\$1,589,542
Change in derivative liability		\$(1,121,315)

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

9. Capital stock, warrants and stock options (continued)

Issued and outstanding (continued)

The warrant liabilities as a result of the December 2017, August 2018, November 2018, and June 2019 private placements were revalued as at September 30, 2019 and June 30, 2019 using the Binomial model and the following assumptions:

December 2017 issuance	June 30, 2019	September 30, 2019
Expected life	532 days	440 days
Volatility	100%	100%
Risk free interest rate	1.66%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

August 2018 issuance	June 30, 2019	September 30, 2019
Expected life	771 days	679 days
Volatility	100%	100%
Risk free interest rate	1.59%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$0	\$0
Change in derivative liability		\$0

November 2018 issuance	June 30, 2019	September 30, 2019
Expected life	882 days	790 days
Volatility	100%	100%
Risk free interest rate	1.47%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$1,875	\$18,094
Change in derivative liability		\$(16,219)

June 2019 issuance	June 30, 2019	September 30, 2019
Expected life	727 days	637 days
Volatility	100%	100%
Risk free interest rate	1.47%	1.59%
Dividend yield	0%	0%
Share price	\$0.05	\$0.15
Fair value	\$114,934	\$790,658
Change in derivative liability		\$(675,724)

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

9. Capital stock, warrants and stock options (continued)**Warrants**

	Number of Warrants	Weighted average exercise price (C\$)
Balance, June 30, 2018	663,496	\$ 16.02
Issued	12,582,988	0.38
Cancelled	(200,000)	20.00
Balance, June 30, 2019	13,046,484	\$ 0.88
Issued	23,005,800	0.25
Balance, September 30, 2019	36,052,284	\$ 0.48

Expiry date	Exercise price (C\$)	Number of warrants	Number of warrants exercisable
December 5, 2020	20.00	227,032	227,032
December 13, 2020	20.00	7,000	7,000
June 13, 2020	8.50	229,464	229,464
August 9, 2021	4.50	116,714	116,714
August 9, 2021	4.50	160,408	160,408
November 28, 2021	1.00	645,866	645,866
June 27, 2021	0.25	11,660,000	11,660,000
August 1, 2019	0.25	23,005,800	23,005,800
		36,052,284	36,052,284

Bunker Hill Mining Corp.**Notes to Condensed Interim Consolidated Financial Statements****Three Months Ended September 30, 2019****(Expressed in United States Dollars)****Unaudited**

9. Capital stock, warrants and stock options (continued)**Stock options**

The following table summarizes the stock option activity during the periods ended September 30, 2019 and 2018:

	Number of stock options	Weighted average exercise price
Balance, June 30, 2018	287,100	\$ 7.50
Granted (i)	43,750	8.00
Exercised	(43,750)	8.00
Balance, June 30, 2019 and September 30, 2019	287,100	\$ 7.50

(i) On September 27, 2018, 43,750 fully-vested stock options were issued to a consultant to whom C\$350,000 was due and payable and reflected in accrued liabilities at September 30, 2018. These options had a 5-year life and were exercisable at C\$8.00 per share. On October 3, 2018, these options were exercised in full, with consideration received being the liability already on the Company's books, extinguishing the liability in full. The vesting of these options resulting in stock-based compensation of \$43,893, which is included in operation and administration expenses on the consolidated statements of loss and comprehensive loss.

The fair value of these stock options was determined on the date of grant using the Black-Scholes valuation model, and using the following underlying assumptions:

Year	Risk free interest rate	Dividend yield	Volatility	Stock price	Weighted average life
2019	2.32%	0%	100%	C\$2.30	5 years

The following table reflects the actual stock options issued and outstanding as of September 30, 2019:

Exercise price (C\$)	Weighted average remaining contractual life (years)	Number of options outstanding	Number of options vested (exercisable)
1.875	0.39	5,600	5,600
7.60	2.59	223,500	223,500
12.80	3.21	10,000	10,000
6.40	3.72	48,000	48,000
		287,100	287,100

Bunker Hill Mining Corp.

Notes to Condensed Interim Consolidated Financial Statements

Three Months Ended September 30, 2019

(Expressed in United States Dollars)

Unaudited

10. Commitments and contingencies

In November 2018, the Company and Placer Mining agreed to amend the terms of the Agreement such that commencing November 2018, Bunker will make monthly payments of \$60,000, where previously monthly payments of \$200,000 were being made. Under the agreement the deferred amount of \$140,000 is accumulated as a current account payable. As at September 30, 2019, the Company has accrued for \$1,643,000 of the deferred payments and is included in accounts payable.

In addition to the payments to Placer Mining, pursuant to agreements with the United States Environmental Protection Agency ("EPA") whereby for so long as Bunker leases, owns and/or occupies the Bunker Hill Mine, the Company will be responsible for water treatment costs from mine water outflows from the Bunker Hill Mine. These payments currently are estimated at \$960,000 annually and are to be made to the EPA in two semi-annual payments of \$480,000 due semi-annually on June 1 and December 1 of each year. Additionally, the Company has agreed to make payments to the EPA on behalf of the current mine owner in satisfaction of the EPA's claim for cost recovery. These payments, if all are made, will total \$20 million. The cost recovery agreement calls for payments starting with \$1 million 30 days after a fully ratified agreement was signed (which payment was made) followed by \$2 million on November 1, 2018 and \$3 million on each of the next 5 anniversaries with a final \$2 million payment on November 1, 2024. In addition to these payments, the company is to make semi-annual payments of \$480,000 on June 1 and December 1 of each year, to cover the EPA's costs of water treatment pursuant to the water treatment agreement. The November 1, 2018 and November 1, 2019 cost recovery payments were not made, and the December 1, 2018 and June 1, 2019 water treatment payments were not made. The Company remains in active discussions with the EPA to amend and/or defer payments, or to propose a satisfactory lump sum payment arrangement to entirely pay. Investors and shareholders should be aware that unless the Company is able to make satisfactory arrangements with the EPA in the near term, the EPA may decide to formally declare a default on both the water treatment agreement and the cost recovery agreement which would adversely affect the ability of the Company to continue to undertake its business plan.

As at September 30, 2019, \$2,800,000 payable to the EPA has been included in accrued liabilities.

11. Related party transactions

During the three months ended September 30, 2019, John Ryan (Director and Interim CEO) billed \$15,500, Wayne Parsons (Director and CFO) billed \$42,618, and Hugh Aird billed \$9,774 for services to the Company.

At September 30, 2019, \$46,413 is owed to Mr. Parsons, all amounts included in accounts payable and accrued liabilities.

12. Subsequent events

On October 22, 2019, the Company signed a further amendment to the Agreement (see note 6). Under the new amended agreement, the lease period has been extended for an additional period of none months through August 1, 2020. The Company will continue to make a monthly care and maintenance payment of \$60,000. Additionally, the option to purchase has been amended providing for a purchase price of \$11 million for 100% of the marketable assets of Bunker Assets. The purchase option may be exercised at anytime during the remaining period of the lease. An additional term of the amended lease provides for the elimination of all royalty payments that were to be paid to the mine owner.

On October 24, 2019, the Company granted 1,575,000 stock options to the directors and officers of the Company. The stock options have a 5-year life and are exercisable at C0.60 per share. 1,200,000 stock options vest 1/4 each on 6 month, 12 month, 18 month, and 24 month anniversaries of grant date. 375,000 stock options vested immediately.

Bunker Hill Mining Corp.**Notes to Condensed Interim Consolidated Financial Statements****Three Months Ended September 30, 2019****(Expressed in United States Dollars)****Unaudited**

12. Subsequent events (continued)

On November 13, 2019, the Company issued a promissory note in the amount of US\$300,000. The note is unsecured, bears interest of 1% monthly, and is due on demand. In consideration for the loan, the Company issued 400,000 common share purchase warrants to the lender. Each whole warrant entitles the lender to acquire one common share of the Company at a price of C\$0.80 per share for a period of two years.

On November 15, 2019, the Company granted 5,074,494 stock options to the officers of the Company. The stock options have a 5-year life and are exercisable at C\$0.70 per share, vesting 1/3 on first, second and third anniversaries of the grant date.

On November 15, 2019 the Board adopted a Restricted Stock Unit ("RSU) Incentive Plan. Subject to adjustment as provided in Section 11 of the Plan, or as required by the Stock Exchange, the maximum number of Shares available for issuance currently under the Plan is 7,172,919 RSU's. Additionally, the number of shares issued or to be issued under the Plan, shall not exceed 10% of the total number of the issued and outstanding shares. The RSU Plan is subject to further shareholder approval at the next annual or special meeting of shareholders.

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

SPECIAL NOTE OF CAUTION REGARDING FORWARD-LOOKING STATEMENTS

CERTAIN STATEMENTS IN THIS REPORT, INCLUDING STATEMENTS IN THE FOLLOWING DISCUSSION, ARE WHAT ARE KNOWN AS "FORWARD LOOKING STATEMENTS", WHICH ARE BASICALLY STATEMENTS ABOUT THE FUTURE. FOR THAT REASON, THESE STATEMENTS INVOLVE RISK AND UNCERTAINTY SINCE NO ONE CAN ACCURATELY PREDICT THE FUTURE. WORDS SUCH AS "PLANS," "INTENDS," "WILL," "HOPES," "SEEKS," "ANTICIPATES," "EXPECTS "AND THE LIKE OFTEN IDENTIFY SUCH FORWARD LOOKING STATEMENTS, BUT ARE NOT THE ONLY INDICATION THAT A STATEMENT IS A FORWARD LOOKING STATEMENT. SUCH FORWARD LOOKING STATEMENTS INCLUDE STATEMENTS CONCERNING OUR PLANS AND OBJECTIVES WITH RESPECT TO THE PRESENT AND FUTURE OPERATIONS OF THE COMPANY, AND STATEMENTS WHICH EXPRESS OR IMPLY THAT SUCH PRESENT AND FUTURE OPERATIONS WILL OR MAY PRODUCE REVENUES, INCOME OR PROFITS. NUMEROUS FACTORS AND FUTURE EVENTS COULD CAUSE THE COMPANY TO CHANGE SUCH PLANS AND OBJECTIVES OR FAIL TO SUCCESSFULLY IMPLEMENT SUCH PLANS OR ACHIEVE SUCH OBJECTIVES, OR CAUSE SUCH PRESENT AND FUTURE OPERATIONS TO FAIL TO PRODUCE REVENUES, INCOME OR PROFITS. THEREFORE, THE READER IS ADVISED THAT THE FOLLOWING DISCUSSION SHOULD BE CONSIDERED IN LIGHT OF THE DISCUSSION OF RISKS AND OTHER FACTORS CONTAINED IN THIS REPORT ON FORM 10-Q/A AND IN THE COMPANY'S OTHER FILINGS WITH THE SECURITIES AND EXCHANGE COMMISSION. NO STATEMENTS CONTAINED IN THE FOLLOWING DISCUSSION SHOULD BE CONSTRUED AS A GUARANTEE OR ASSURANCE OF FUTURE PERFORMANCE OR FUTURE RESULTS.

DESCRIPTION OF BUSINESS

The Corporation

Bunker Hill Mining Corp. (Formerly Liberty Silver Corp.) (the "Company" or the "Corporation") was incorporated under the laws of the state of Nevada, U.S.A on February 20, 2007 under the name Lincoln Mining Corp. Pursuant to a Certificate of Amendment dated February 11, 2010, the Company changed its name to Liberty Silver Corp. On September 29, 2017, the Company changed its name to Bunker Hill Mining Corp. The Company's registered office is located at 1802 N. Carson Street, Suite 212, Carson City Nevada 89701, and its head office is located at 82 Richmond Street East, Toronto, Ontario, Canada, M5C 1P1, and its telephone number is 416-477-7771.

Current Operations

Overview

The Company was incorporated for the purpose of engaging in mineral exploration and development activities. On August 28, 2017, the Company announced that it signed a definitive agreement (the "Agreement") for the lease and option to purchase of the Bunker Hill Mine (the "Mine") in Idaho. The "Bunker Hill Lease with Option to Purchase" is between the Company and Placer Mining Corporation ("Placer Mining"), the current owner of the Mine.

On October 22, 2019, the lease was amended and continues until August 1, 2020. The lease period can be extended by a further 12 months at the Company's discretion. Under the revised terms of its agreement, during the term of the lease, the Company must make \$60,000 monthly mining lease payments. A monthly amount of \$140,000 is deferred and becomes payable if the Company exercises its purchase option, making the deferred amount payable. The Company is accruing for these payments and includes them in accounts payable. However, if and when the Company exercises its purchase of the mine (as described below), these deferred payments are waived by the mine owner.

Under the revised term, the Company has an option to purchase 100% of the marketable assets of the Bunker Hill Mine for a purchase price of \$11 million at any time before the end of the lease. An additional term of the amended lease provides for the elimination of all royalty payments that were to be paid to the mine owner.

Upon signing the amended agreement, the Company paid a one-time, non-refundable cash payment of \$300,000 to the mine owner. This payment will be applied to the purchase price upon execution of the purchase option. In the event the Company elects not to exercise the purchase option, the payment shall be treated as an additional care and maintenance payment.

In addition to the payments to Placer Mining, pursuant to an agreement with the United States Environmental Protection Agency (“EPA”) whereby for so long as Bunker leases, owns and/or occupies the Bunker Hill Mine, the Company will make payments to the EPA on behalf of the current owner in satisfaction of the EPA’s claim for cost recovery. These payments, if all are made, will total \$20 million. The agreement calls for payments starting with \$1 million 30 days after a fully ratified agreement was signed (which payment was made) followed by \$2 million on November 1, 2018 and \$3 million on each of the next 5 anniversaries with a final \$2 million payment on November 1, 2024. In addition to these payments, the company is to make semi-annual payments of \$480,000 on June 1 and December 1 of each year, to cover the EPA’s costs of maintaining the water treatment facility. The November 1, December 1, 2018 and June 1, 2019 payments were not made, and the Company is having discussions with the EPA to amend and defer payments.

Management believes this amended lease and option will provide the Company time to complete exploratory drilling, produce a mine plan and raise the money needed to move forward. Management continues to push forward and advance the timeline to realizing shareholder value.

The Bunker Hill Mine remains the largest single producing mine by tonnage in the Coeur d’Alene lead, zinc and silver mining district in Northern Idaho. Historically, the mine produced over 35M tonnes of ore grading on average 8.76% lead, 3.67% zinc, and 155 g/t silver (Bunker Hill Mines Annual Report 1980). The Bunker Hill Mine is the Company’s only focus, with a view to raising capital to rehabilitate the mine and put it back into production.

The Company believes that there are numerous targets of opportunity left in the mine from top to bottom, and particularly on strike to the west where more recent past drilling has resulted in major discoveries such as the Quill body of mineralized material.

Products

The Bunker Hill Mine is a Zinc-Silver-Lead Mine. When back in production, the Company will mill mineralized material on-site or at a local third-party mill and will produce both lead and zinc concentrates to be shipped to third party smelters for processing.

The Company will continue to explore the property with a view to proving additional resources.

Infrastructure

The acquisition of the Bunker Hill mine includes all mining rights and claims, surface rights, fee parcels, mineral interests, easements, existing infrastructure at Milo Gulch, and the majority of machinery and buildings at the Kellogg Tunnel portal level, as well as all equipment and infrastructure anywhere underground at the Bunker Hill Mine Complex. The acquisition also includes all current and historic data relating to the Bunker Hill Mine Complex, such as drill logs, reports, maps, and similar information located at the mine site or any other location.

Government Regulation and Approval

The current exploration activities and any future mining operations are subject to extensive laws and regulations governing the protection of the environment, waste disposal, worker safety, mine construction, and protection of endangered and protected species. The Company has made, and expects to make in the future, significant expenditures to comply with such laws and regulations. Future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have an adverse impact on the Company’s financial condition or results of operations.

It is anticipated that it may be necessary to obtain the following environmental permits or approved plans prior to commencement of mine operations:

- Reclamation and Closure Plan
- Water Discharge Permit
- Air Quality Operating Permit
- Industrial Artificial (tailings) pond permit
- Obtaining Water Rights for Operations

Property Description

The Company’s agreement (as amended) with Placer Mining Corporation includes mineral rights to approximately 440 patented mining claims covering over 5700 acres. Of these claims, 35 include surface ownership of approximately 259 acres. The transaction also includes certain parcels of fee property which includes mineral and surface rights but not patented mining claims. Mining claims and fee properties are located in Townships 47, 48 North, Range 2 East, Townships 47, 48 North, Range 3 East, Boise Meridian, Shoshone County, Idaho.

The agreement (as amended) specifically excludes the following: the Machine Shop Building and Parcel number 21 including all fixed equipment located inside the building and personal property located upon this parcel; unmilled ore located at the mine yard, and residual lead/zinc ore mined and broken, but not removed from the Bunker Hill Mine.

Surface rights were originally owned by various previous owners of the claims until the acquisition of the properties by Bunker Limited Partners (“BLP”). BLP sold off surface rights to various parties over the years while maintaining access to conduct mining operations and exploration activities as well as easements to a cross over and access other of its properties containing mineral rights. Said rights were reserved to its assigns and successors in continuous perpetuity. Idaho Law also allows mineral right holders access to mine and explore for minerals on properties to which they hold minerals rights.

Title to all patented mining claims included in the transaction was transferred from Bunker Hill Mining Co. (U.S.) Inc. by Warranty Deed in 1992. The sale of the property was properly approved of by the U.S. Trustee and U.S. Bankruptcy Court.

Over 90% of surface ownership of patented mining claims not owned by Placer Mining Corp. is owned by different landowners. These include: Stimpson Lumber Co.; Riley Creek Lumber Co.; Powder LLC.; Golf LLC.; C & E Tree Farms; and Northern Lands LLC.

Patented mining claims in the State of Idaho do not require permits for underground mining activities to commence on private lands. Other permits associated with underground mining may be required, such as water discharge and site disturbance permits. The water discharge is being handled by the EPA at the existing water treatment plant. The Company expects to take on the water treatment responsibility in the future and obtain an appropriate discharge permit. If the Company is able to purchase the EPA’s water treatment plant the water discharge permit comes along with the water treatment plant.

Competition

The Company competes with other mining and exploration companies in connection with the acquisition of mining claims and leases on zinc and other base and precious metals prospects as well as in connection with the recruitment and retention of qualified employees. Many of these companies are much larger than the Company, have greater financial resources and have been in the mining business for much longer than it has. As such, these competitors may be in a better position through size, finances and experience to acquire suitable exploration and development properties. The Company may not be able to compete against these companies in acquiring new properties and/or qualified people to work on its current project, or any other properties that may be acquired in the future.

Given the size of the world market for base precious metals such as silver, lead and zinc, relative to the number of individual producers and consumers, it is believed that no single company has sufficient market influence to significantly affect the price or supply of these metals in the world market.

Employees

The Company is currently managed by John Ryan, President and CEO and Wayne Parsons, Chief Financial Officer.

Completed Work and Future Plan of Operations

The Company has undertaken a due diligence program to assure itself of the viability of a restart of the Bunker Hill Mine. This necessitated an extensive review of the records that were present primarily at the Bunker Hill Mine offices. At those offices there are tens of thousands of pages of reports and records which detail the operations of the mine from its earliest days to the time of the shutdown in 1991 by BLP.

In addition to reports, there are several thousand historical maps of all scales and sizes as well as historical mineral diagrams which detail the mineral bodies that remained in the mine at the time of closure in January, 1991. These reports are not compliant with Canada National Instrument 43-101 and cannot be used for the purposes of establishing reserves pursuant to that standard.

The Company has satisfied itself that there is a large amount of remaining zinc/lead/silver mineralization in numerous zones within the Bunker Hill Mine. The Company is now developing a plan to bring a number of these zones into N.I. 43-101 compliance through new sampling and drilling programs. The Company has identified several zones as having highest priority. The Company has prioritized zones capable of providing production in the near term, these being the UTZ Zone, the Newgard Zone and the Quill Zone. These three mineral zones will be the first to be N.I. 43-101 verified and will provide the majority of the early feed upon mine start-up.

The Bunker Hill Mine main level is termed the nine level and is the largest level in the mine and is connected to the surface by the approximately 12,000 foot-long Kellogg Tunnel. Three major inclined shafts with associated hoists and hoistrooms are located on the nine level. These are the No. 1 shaft, which is used for primary muck hoisting in the main part of the mine; the No. 2 shaft, which is a primary shaft for men and materials in the main part of the mine; and the No. 3 Shaft, which is used for men, materials and muck hoisting for development in the northwest part of the mine.

The top stations of these shafts and the associated hoistrooms and equipment have all been examined by Company personnel and are in moderately good condition. The Company believes that all three shafts remain in a condition that they are repairable and can be brought back into good working order over the next few years.

The water level in the mine is held at approximately the ten level of the mine, roughly 200 feet below the nine level. The mine was historically developed to the 27 level, although the 25 level was the last major level that underwent significant development and past mining. Each level is approximately 200 feet vertically apart.

The southeastern part of the mine was historically serviced by the Cherry Raise, which consisted of a two-compartment shaft with double drum hoisting capability that ran at an incline up from the nine level to the four level. The central part of the mine was serviced upward by the Last Chance Shaft from the nine level to the historic three or four level. Neither the Cherry Raise or the Last Chance shaft are serviceable at this time. However, the upper part of the mine from eight level up to the four level has been developed by past operators by a thorough-going rubber tire ramp system, which is judged to be about 65% complete.

The Company has already repaired the first several thousand feet of the Russell Tunnel, which is a large rubber tire capable tunnel with an entry point at the head of Milo Gulch. This tunnel will provide early access to the UTZ Zone. The Company has inspected a great deal of the ramp system between the eight level and the four level, and the ramps are in good shape with only minor repair and rehabilitation needed. The Company has made development plans to provide interconnectivity of the ramp system from the Russell Tunnel at the four level down to the eight level, with further plans to extend the ramp down to the nine level. Thus rubber-tired equipment will be used for mining and haulage throughout the upper mine mineral zones, which have already been identified, and for newly found zones.

The Kellogg Tunnel will be used as a tracked rail haulage tunnel for supply of men and materials into the mine and for haulage of mined material out of the mine. Historically the Kellogg Tunnel (or "KT" for short) was used in this manner when the mine was producing upwards of 3000 tons per day of mined material. The Company has inspected the KT for its entire length and has determined that significant timbered sections of the tunnel will need extensive repairs. These are areas that intersect various faults passing through the KT at normal to oblique angles and create unstable ground.

The Company has also determined that all of the track, as well as spikes, plates and ties holding the track will need to be replaced. Additionally, the water ditch that runs parallel to the track will need to be thoroughly cleaned out and new timber supports and boards that keep the water contained in its path will need to be installed. All new water lines, compressed air lines and electric power feeds will also need to be installed. The total cost estimate for this KT work is still in process at the time of the date of this report, but the time estimate for these repairs is approximately eighteen months.

It is anticipated that earliest production will come from the upper levels of the mine where company personnel have observed mining faces of mineralized material that are readily mineable, as they were left behind by past operators in a more or less fully developed state.

The Company anticipates constructing its own milling facility near the mouth of the Kellogg Tunnel. Initially the mill capacity will be 1500 tons per day, and the mill will be designed for ready expansion when needed.

The Company has identified multiple tailings disposal sites to the west-northwest of where the mill will be located.

As noted above, the EPA for several decades has provided mine water treatment services for the Bunker Hill Mine. Since the signing of the consent decree with the EPA in May, 2018 the EPA has been providing water treatment services under contract with the Company and such services are scheduled to continue under the initial five year contract between the Company and the EPA. At the expiration of this five year agreement the Company will have had to obtain its own water discharge permit in order to be compliant with its agreements with the EPA.

Upon initiating mine production from the UTZ, Newgard, and Quill zones at rates of approximately 1500 tons per day, the Company would anticipate mining approximately 540,000 tons per year of material. The three aforementioned zones are believed to have sufficient mineral to supply the Company mining needs for approximately 8 years.

Once the repairs are completed to the Kellogg Tunnel, mineralized material haulage will be able to immediately occur out of this tunnel, which will enhance the production capabilities of the mine by several magnitudes. Some mineralized material will continue to be transported by rubber-tired equipment directly out the Russel Tunnel, but the majority of mineralized material will be dropped down existing internal passes and be hauled out of the KT on rail. By this time in the restart program the Company would expect to be in production at around 1500 tons per day, which is approximately the planned mill capacity.

Additionally, once the KT repairs are completed, work on the repairs of the shafts and hoists can proceed with greater speed and the lower levels of the mine can be dewatered. The shaft work and pumping should commence at about year two of mine operations.

Numerous other past-producing mineral bodies will begin to be revealed as the water levels are lowered and the mine is drained to the fullest. Some of these mineral bodies are lead-silver rich zones such as the Emery, Shea, Veral and the “J”, while others will add more material containing zinc such as the Tallon, Rosco, or Tony, while still others are best described as polymetallic such as the New Landers or the Francis.

The Company geologists and engineering personnel have studied the past records thoroughly and conclude that very good exploration and discovery potential exists at depth on downward rakes of known structures. Strata-bound zones such as the Newgard, Quill and Tallon await drilling to the west, while both the southeast and northwest limits of the main original Bunker Hill structure, in the heart of the Cate/Dull fault system, still remain viable as targets for future discovery of new mineral bodies or extensions of past mined structures.

Technical Report

On September 6, 2018, the Company filed on SEDAR a National Instrument 43-101 (“NI 43-101”) technical report on its Bunker Hill property.

The technical report included:

1. A 10-12 million ton Exploration Target comprised of the Quill/Newgard zones. For comparison purposes, the historical resource estimate for the whole Bunker Hill property is 9.1 million tons grading 5.08% Zn, 2.35% Pb and 40 g/t Ag (or 1.29 ounces per ton);
2. Results of Independent Sampling showing grades for the Quill/Newgard zones (Levels 9 & 10) averaging 20% Zn, 14% Pb and 247 g/t Ag (or 7.90 ounces per ton), which exceed average historic grades; and
3. a Plan for a US\$7.7 million Exploration Program to upgrade the historic resources to a NI 43-101 Indicated Resource.

Additionally, as noted, the Company currently has in its possession, and has had access to, numerous historical technical reports that were completed in the past by highly qualified parties.

RESULTS OF OPERATIONS

The following discussion and analysis provides information that we believe is relevant to an assessment and understanding of our results of operation and financial condition for the three months ended September 30, 2019 as compared to the three months ended September 30, 2018. Unless otherwise stated, all figures herein are expressed in U.S. dollars, which is the functional currency of the Company.

Results of Operations for the three months ended September 30, 2019 compared to the three months ended September 30, 2018.

Revenue

During the three-month periods ended September 30, 2019 and 2018, the Company generated no revenue.

Operating expenses

During the three-month period ended September 30, 2019, the Company reported total operating expenses of \$1,135,650 compared to \$1,611,333 during the three-month period ended September 30, 2018, a decrease of \$475,683. The three-month decrease results primarily from a \$594,625 decrease in operation and general administration, offset by a \$148,539 increase in exploration costs.

For financial accounting purposes, the Company expenses all property lease payments and exploration expenditures in the statement of operations. During the interim period ended September 30, 2019, some activities were carried out on the Bunker Hill mine and payments made on account of the lease.

Net loss and comprehensive loss

The Company had a net loss and comprehensive loss of \$4,086,289 for the three months ended September 30, 2019, compared to a net loss and comprehensive loss of \$636,490 for the three months ended September 30, 2018, an increase of \$3,449,799. The increase in net loss and comprehensive loss was primarily due to a \$2,933,194 decrease in change in derivative liabilities due to the changes in the valuation of the warrant liabilities and \$1,056,296 increase in loss on debt settlement.

The Company has accounted for the warrant liabilities and conversion features in accordance with ASC Topic 815. These are considered derivative instruments as they were issued in a currency other than the Company's functional currency of the US dollar. The estimated fair value, using the binomial model, of warrants and conversion features accounted for as liabilities was determined on the date of issue and marks to market at each financial reporting period. The change in the fair value of the warrants and conversion features resulted from the shortened expected life due to passage of time as well as fluctuations in the volatility of the share price. The change in fair value of the warrants and the conversion features was gain of \$1,813,257 for the three months ended September 30, 2019 (loss of \$1,119,937 for the three months ended September 30, 2018) and are recorded in the condensed consolidated statement of operations and comprehensive loss as a gain or loss and is estimated using the Binomial model. The proceeds from the Offering are being used primarily for lease payments, acquisition payments, exploration and development at the Bunker Hill Mine and for general corporate and working capital purposes.

ANALYSIS OF FINANCIAL CONDITION

Liquidity and Capital Resources

The Company does not currently have sufficient working capital needed to meet its planned expenditures and obligations. In order to execute on its plans, continue to meet its fiscal obligations in the current fiscal year and beyond the next twelve months, the Company must seek additional financing. Management will be pursuing a financing by way of issuing new common shares or various other financing alternatives.

The Company is working to secure adequate capital to continue making lease payments, payments to the EPA, conduct exploration activities on site and cover general and administrative expenses associated with managing a public company.

Current Assets and Total Assets

As of September 30, 2019, the unaudited balance sheet reflects that the Company had: i) total current assets of \$665,986, compared to total current assets of \$106,100 at June 30, 2019, an increase of \$559,886, or approximately 528%; and ii) total assets of \$1,032,872, compared to total assets of \$227,090 at June 30, 2019, an increase of \$805,782, or approximately 355%. The increase generally resulted from the private placements completed during the three months ended September 30, 2019 and addition of right-of-use asset for the Company's office lease due to the adoption of ASU 2016-02 effective July 1, 2019, offset by cash used in operating activities.

Total Current Liabilities and Total Liabilities

As of September 30, 2019, the unaudited balance sheet reflects that the Company had: i) total current liabilities of \$7,033,719, compared to total current liabilities of \$7,069,564 at June 30, 2019, a decrease of \$35,845, or approximately 1%; and ii) total liabilities of \$9,629,628, compared to total liabilities of \$7,186,373 at June 30, 2019, an increase of \$2,443,255, or approximately 34%.

In August 2019, the Company recorded a long-term derivative liability representing the value of the warrants issued and included in the units associated with the financing completed and described above. The Company has accounted for the warrant liabilities in accordance with ASC Topic 815. These are considered derivative instruments as they were issued in a currency other than the Company's functional currency of the US dollar. The estimated fair value of warrants accounted for as liabilities was determined on the date of issue and marks to market at each financial reporting period. The change in fair value of the warrant is recorded in the condensed consolidated statement of operations and comprehensive loss as a gain or loss and is estimated using the Binomial model.

Cash Flow – for the interim periods ended September 30, 2019 and 2018

During the three months ended September 30, 2019 cash was primarily used to fund working capital and operations as well as property payments. The Company reported a net increase in cash of \$571,360 during the three months ended June 30, 2019 compared to a net decrease in cash of \$445,168 during the three months ended September 30, 2018. The following provides additional discussion and analysis of cash flow.

	2019	2018
For the nine months ended September 30,	\$	\$
Net cash used in operating activities	(540,821)	(1,442,618)
Net cash used in investing activities	-	-
Net cash provided by financing activities	1,112,181	997,450
Net Change in Cash	571,360	(445,168)

Going Concern

These unaudited interim condensed consolidated financial statement filings have been prepared on the going concern basis, which assumes that adequate sources of financing will be obtained as required and that the Company's assets will be realized, and liabilities settled in due course of business. Accordingly, the interim condensed consolidated unaudited financial statements do not include any adjustments related to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company not be able to continue as a going concern. The going concern assumption is discussed in the financial statements *Note 1 – Nature and Continuance of Operations and Going Concern*.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not Applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

The Securities and Exchange Commission defines the term “disclosure controls and procedures” to mean a company’s controls and other procedures of an issuer that are designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Securities Exchange Act of 1934 is accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company maintains such a system of controls and procedures in an effort to ensure that all information which it is required to disclose in the reports it files under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified under the SEC’s rules and forms and that information required to be disclosed is accumulated and communicated to principal executive and principal financial officers to allow timely decisions regarding disclosure.

As of the end of the period covered by this report, the Company carried out an evaluation, under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the disclosure controls and procedures are designed to provide reasonable assurance of achieving the objectives of timely alerting them to material information required to be included in the Company’s periodic SEC reports and of ensuring that such information is recorded, processed, summarized and reported within the time periods specified. The Company’s Chief Executive Officer and Chief Financial Officer also concluded that the disclosure controls and procedures were effective as of the end of the period covered by this report to provide reasonable assurance of the achievement of these objectives.

Changes in Internal Control over Financial Reporting

There were no changes in the Company’s internal control over financial reporting during the period ended September 30, 2019, 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.

Other than as described below, neither the Company nor its property is the subject of any current, pending, or threatened legal proceedings. The Company is not aware of any other legal proceedings in which any director, officer or affiliate of the Company, any owner of record or beneficially of more than 5% of any class of the Company's voting securities, or any associate of any such director, officer, affiliate or security holder of the Company, is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

In addition to the payments to Placer Mining, pursuant to agreements with the United States Environmental Protection Agency ("EPA") whereby for so long as Bunker leases, owns and/or occupies the Bunker Hill Mine, the Company will be responsible for water treatment costs from mine water outflows from the Bunker Hill Mine. These payments currently are estimated at \$960,000 annually and are to be made to the EPA in two semi-annual payments of \$480,000 due semi-annually on June 1 and December 1 of each year. Additionally, the Company has agreed to make payments to the EPA on behalf of the current owner in satisfaction of the EPA's claim for response cost recovery. These payments, if all are made, will total \$20 million. The cost recovery agreement calls for payments starting with \$1 million 30 days after a fully ratified agreement was signed (which payment was made) followed by \$2 million on November 1, 2018 and \$3 million on each of the next 5 anniversaries with a final \$2 million payment on November 1, 2024. In addition to these payments, the company is to make semi-annual payments of \$480,000 on June 1 and December 1 of each year, to cover the EPA's estimated costs of water treatment pursuant to the water treatment agreement. The November 1, 2018 and November 1, 2019 cost recovery payments were not made, and the December 1, 2018 and June 1, 2019 water treatment payments were not made. The Company remains in active discussions with the EPA to amend and/or defer payments, or to propose a satisfactory lump sum payment arrangement to entirely pay its outstanding obligations. In recent email transmittals the Department of Justice (acting as counsel for the EPA) has intimated that unless the Company can in the near term propose acceptable payment arrangements to bring its accounts payable current, legal action may occur to enforce one or more of the agreements the Company has with the EPA. Thus, current and prospective investors and shareholders should be aware that unless the Company is able to make satisfactory arrangements with the EPA in the near term, the EPA may decide to formally declare a default on both the water treatment agreement and the cost recovery agreement which would adversely affect the ability of the Company to continue to undertake its business plan.

ITEM 1A. RISK FACTORS.

Not Applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Not Applicable.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

The enacted Dodd-Frank Wall Street Reform and Consumer Protection Act ("the Act") requires the operators of mines to include in each periodic report filed with the Securities and Exchange Commission certain specified disclosures regarding the Company's history of mine safety. The Company currently does not operate any mines and, as such, is not subject to disclosure requirements regarding mine safety that were imposed by the Act.

ITEM 5. OTHER INFORMATION.

Not Applicable.

ITEM 6. EXHIBITS.

(a) The following exhibits are filed herewith:

- 31.1 [Certifications pursuant to Rule 13a-14\(a\) or 15d-14\(a\) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 31.2 [Certifications pursuant to Rule 13a-14\(a\) or 15d-14\(a\) under the Securities Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.](#)
- 32.1 [Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Certifications pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 101. SCH XBRL Schema Document.
- 101. INS XBRL Instance Document.
- 101. CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101. LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101. PRE XBRL Taxonomy Extension Presentation Linkbase Document.
- 101. DEF XBRL Taxonomy Extension Definition Linkbase Document.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

By: /s/ John Ryan

John Ryan, President and Chief Executive Officer

Date: December 2, 2019

By: /s/ Wayne Parsons

Wayne Parsons, Chief Financial Officer

Date: December 2, 2019