SECURITIES & EXCHANGE COMMISSION EDGAR FILING

UNITED STATES ANTIMONY CORP

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

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2019

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period __________ to___________

Commission file number 001-08675

UNITED STATES ANTIMONY CORPORATION

(Exact name of registrant as specified in its charter)

Montana	**81-0305822**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
P.O. Box 643, Thompson Falls, Montana	**59873**
(Address of principal executive offices)	(Zip code)

Registrant's telephone number, including area code: **(406) 827-3523**

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer", "small reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated Filer	☐
Non-Accelerated Filer	☐	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company as defined by Rule 12b-2 of the Exchange Act. YES ☐ No ☒

At May 15, 2019, the registrant had outstanding 68,427,171 shares of par value $0.01 common stock.

UNITED STATES ANTIMONY CORPORATION
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD
ENDED MARCH 31, 2019
(UNAUDITED)

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PART I-FINANCIAL INFORMATION

Item 1. Financial Statements
United States Antimony Corporation and Subsidiaries
Consolidated Balance Sheets (Unaudited)

ASSETS	March 31, 2019	December 31, 2018
Current assets:		
Cash and cash equivalents	$ 43,504	$ 56,650
Certificates of deposit	253,552	252,954
Accounts receivable	335,186	438,391
Inventories	887,648	755,261
Note receivable - sale of land	-	400,000
Total current assets	1,519,890	1,903,256
Properties, plants and equipment, net	15,316,467	15,227,172
Restricted cash for reclamation bonds	57,247	57,247
IVA receivable and other assets	403,466	369,448
Total assets	$ 17,297,070	$ 17,557,123
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Checks issued and payable	$ 45,637	$ 46,482
Accounts payable	2,045,402	1,926,320
Due to factor	5,440	16,524
Accrued payroll, taxes and interest	262,463	159,037
Other accrued liabilities	378,010	353,911
Payables to related party	247,731	93,567
Deferred revenue	32,400	32,400
Notes payable to bank	113,125	183,917
Long-term debt, current portion, net of discount	725,317	705,460
Total current liabilities	3,855,525	3,517,618
Long-term debt, net of discount and current portion	968,443	1,027,730
Hillgrove advances payable	1,134,221	1,134,221
Stock payable to directors for services	206,250	175,000
Asset retirement obligations and accrued reclamation costs	279,257	277,720
Total liabilities	6,443,696	6,132,289
Commitments and contingencies (Note 4, and 7)		
Stockholders' equity:		
Preferred stock $0.01 par value, 10,000,000 shares authorized:		
Series A: -0- shares issued and outstanding	-	-
Series B: 750,000 shares issued and outstanding (liquidation preference $930,000 and $922,500 respectively)	7,500	7,500
Series C: 177,904 shares issued and outstanding (liquidation preference $97,847 both years)	1,779	1,779
Series D: 1,751,005 shares issued and outstanding (liquidation preference $5,002,470 and $4,961,324 respectively)	17,509	17,509
Common stock, $0.01 par value, 90,000,000 shares authorized; 68,427,171 and 68,227,171 shares issued and outstanding, respectively	684,271	682,271
Additional paid-in capital	36,540,874	36,406,874
Accumulated deficit	(26,398,559)	(25,691,099)
Total stockholders' equity	10,853,374	11,424,834
Total liabilities and stockholders' equity	$ 17,297,070	$ 17,557,123

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

United States Antimony Corporation and Subsidiaries
Consolidated Statements of Operations - (Unaudited)

	For the three months ended March 31, 2019	For the three months ended March 31, 2018
REVENUES	$ 2,456,365	$ 2,432,929
COST OF REVENUES	2,525,418	2,488,017
GROSS PROFIT (LOSS)	(69,053)	(55,088)
OPERATING EXPENSES:		
General and administrative	205,174	150,831
Salaries and benefits	232,668	91,446
Other operating expenses	76,130	-
Professional fees	100,742	102,404
TOTAL OPERATING EXPENSES	614,714	344,681
INCOME (LOSS) FROM OPERATIONS	(683,767)	(399,769)
OTHER INCOME (EXPENSE):		
Interest income	741	562
Interest expense	(22,488)	(23,833)
Foreign exchange gain (loss)	-	(50,000)
Factoring expense	(1,946)	(1,400)
TOTAL OTHER INCOME (EXPENSE)	(23,693)	(74,671)
NET LOSS	(707,460)	(474,440)
Preferred dividends	(12,162)	(12,162)
Net loss available to common stockholders	$ (719,622)	$ (486,602)
Net income (loss) per share of common stock:		
Basic and diluted	$ (0.01)	$ (0.01)
Weighted average shares outstanding:		
Basic	68,394,204	67,488,063
Diluted	68,394,204	67,488,063

United States Antimony Corporation and Subsidiaries
Consolidated Statement of Changes in Stockholders' Equity (Unaudited)
For the periods ended March 31, 2019 and and March 31, 2018

Quarter ended March 31, 2019	Total Preferred Stock		Common Stock		Additional		Total
	Shares	Amount	Shares	Amount	Paid In Capital	Accumulated Deficit	Stockholders' Equity
Balances, January 1, 2019	2,678,909	$ 26,788	68,227,171	$ 682,271	$36,406,874	$(25,691,099)	$11,424,834
Issuance of common stock to chief financial officer			200,000	2,000	134,000		136,000
Net loss						(707,460)	(707,460)
Balances, March 31, 2019	2,678,909	$ 26,788	68,427,171	$ 684,271	$36,540,874	$(26,398,559)	$10,853,374

Quarter ended March 31, 2018	Total Preferred Stock		Common Stock		Additional		Total
	Shares	Amount	Shares	Amount	Paid In Capital	Accumulated Deficit	Stockholders' Equity
Balances, January 1, 2018	2,678,909	$ 26,788	67,488,153	$ 674,881	$36,239,264	$(26,564,324)	$10,376,609
Net loss						(474,440)	(474,440)
Balances, March 31, 2018	2,678,909	$ 26,788	67,488,153	$ 674,881	$36,239,264	$(27,038,764)	$ 9,902,169

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

United States Antimony Corporation and Subsidiaries
Consolidated Statements of Cash Flows (Unaudited)

	For the three months ended	
Cash Flows From Operating Activities:	March 31, 2019	March 31, 2018
Net income (loss)	$ (707,460)	$ (474,440)
Adjustments to reconcile net income (loss) to net cash provided (used) by operating activities:		
Depreciation and amortization	223,273	277,562
Amortization of debt discount	18,037	21,120
Accretion of asset retirement obligation	1,537	1,537
Common stock issued for services	136,000	-
Common stock payable for directors fees	31,250	43,750
Foreign exchange loss	-	50,000
Other, net	(598)	(444)
Change in:		
Accounts receivable	103,205	(49,967)
Inventories	(132,387)	273,615
Other current assets	-	4,697
IVA receivable and other assets	(34,018)	(45,609)
Accounts payable	119,082	16,202
Accrued payroll, taxes and interest	103,426	10,015
Other accrued liabilities	24,099	27,271
Deferred revenue	-	116
Payables to related party	28,964	8,236
Net cash provided (used) by operating activities	(85,590)	163,661
Cash Flows From Investing Activities:		
Payment received on note receivable - sale of land	400,000	-
Purchase of properties, plants and equipment	(312,568)	(94,805)
Net cash provided (used) by investing activities	87,432	(94,805)
Cash Flows From Financing Activities:		
Change in checks issued and payable	(845)	(17,203)
Net borrowing from factor	(11,084)	1,870
Advance from related party	125,200	75,000
Principal paid on notes payable to bank	(70,792)	(95,448)
Principal payments of net debt	(57,467)	(48,681)
Net cash provided (used) by financing activities	(14,988)	(84,462)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS AND RESTRICTED CASH	(13,146)	(15,606)
Cash and cash equivalents and restricted cash at beginning of period	113,897	91,332
Cash and cash equivalents and restricted cash at end of period	$ 100,751	$ 75,726

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

United States Antimony Corporation and Subsidiaries
Notes to Consolidated Financial Statements (Unaudited)

1. Basis of Presentation

The unaudited consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America for interim financial information, as well as the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of the Company's management, all adjustments (consisting of only normal recurring accruals) considered necessary for a fair presentation of the interim financial statements have been included. Operating results for the three month period ended March 31, 2019 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2019.

For further information refer to the financial statements and footnotes thereto in the Company's Annual Report on Form 10-K for the year ended December 31, 2018.

Going Concern Consideration

At March 31, 2019, the Company's consolidated financial statements show negative working capital of approximately $2.3 million and accumulated deficit of approximately $26.4 million. In addition, the Company has a net loss of $707,460 for the first quarter of 2019, and the Company has had recurring operating losses for most of the prior periods. These factors indicate that there may be doubt regarding the ability to continue as a going concern for the next twelve months.

The continuing losses are principally a result of the Company's antimony operations and in particular the production costs incurred in Mexico.

Regarding the antimony division, prices were stable or decreased slightly during the first quarter of 2019 compared to the same quarter in the prior year, but orders have been strong. For the quarter ended March 31, 2019, the average sale price for antimony is approximately $3.85 per pound compared to a price of $4.04 per pound for the quarter ended March 31, 2018. In November 2017, the Company renegotiated its domestic sodium antimonite supply agreement with our North American supplier resulting in a lower cost per antimony per pound of approximately $0.44. During 2018, we endured supply interruptions from our North American supplier, but normal supply quantities have resumed since 2018. The new supply agreement with our North American supplier has helped us with cash flow from our antimony division in 2018 and into 2019.

In 2017, we reduced costs for labor at the Mexico locations which has resulted in a lower overall production costs in Mexico and we adjusted operating approaches at Madero that resulted in decreased operating costs for fuel, natural gas, electricity, and reagents for 2018 and 2019. The Company's 2019 plan involves ramping up production at its antimony properties in Mexico. Our expectations are that in 2019 we can double the antimony output for 2018. We also are planning to produce and sell antimony metal directly from Mexico to customers which will save us approximately $0.38 per pound in processing costs and freight. In addition, a new leach circuit expected to come on line during 2019 in Mexico will result in more extraction of precious metals. The portion of the precious metals recovery system at the Madero smelter is complete and the cyanide leach circuit being built at the Puerto Blanco plant is expected to be completed in the second quarter of 2019. We expect to be receiving income from the production of precious metals some time during the third quarter of 2019. We believe that with the lower cost per pound due to increased production and the savings from shipping metal directly from Mexico, we will have positive cash flow for Mexican antimony production by the end of the year and that we will be selling precious metals produced from Los Juarez before the end of 2019.

1. Basis of Presentation, Continued:

Over the past several years, the Company has been able to make required principal payments on its debt from cash generated from operations without the need for additional borrowings or selling shares of its common stock. The Company plans to continue keeping current on its debt payments in 2019 through cash flows from operations while we continue with the expansion of our Mexican operation. Management believes that the actions taken to increase production and revenue from both antimony and precious metals along with a reduction in production costs will enable the Company to meet its obligations for the next twelve months.

2. Developments in Accounting Pronouncements

Accounting Standards Updates Adopted

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

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

Accounting Standards Updates to Become Effective in Future Periods

In August 2018, the FASB issued ASU No. 2018-13 Fair Value Measurement (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement. The update removes, modifies and makes additions to the disclosure requirements on fair value measurements. The update is effective for fiscal years beginning after December 15, 2019, with early adoption permitted. Management is evaluating the impact of this update on the Company's fair value measurement disclosures.

3. Income (Loss) Per Common Share

Basic earnings per share is calculated by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated based on the weighted average number of common shares outstanding during the period plus the effect of potentially dilutive common stock equivalents, including warrants to purchase the Company's common stock and convertible preferred stock.

For the three months ended March 31, 2019 and 2018, the potentially dilutive common stock equivalents not included in the calculation of diluted earnings per share as their effect would have been anti-dilutive are as follows:

	March 31, 2019	March 31, 2018
Warrants	250,000	250,000
Convertible preferred stock	1,751,005	1,751,005
Total possible dilution	2,001,005	2,001,005

4. Revenue Recognition

Our products consist of the following:

- Antimony: includes antimony oxide, sodium antimonate, antimony trisulfide, and antimony metal
- Zeolite: includes coarse and fine zeolite crushed in various sizes
- Precious Metals: includes unrefined and refined gold and silver

For our antimony and zeolite products, revenue is recognized upon the completion of the performance obligation which is met when the transaction price can be reasonably estimated and revenue is recognized generally at the time when risk is transferred. We have determined the performance obligation is met and title is transferred either upon shipment from our warehouse locations or upon receipt by the customer as specified in individual sales orders. The performance obligation is met because at that time, 1) legal title is transferred to the customer, 2) the customer has accepted the product and obtained the ability to realize all of the benefits from the product, 3) the customer has the significant risks and rewards of ownership to it, 4) it is very unlikely product will be rejected by the customer upon physical receipt, and 5) we have the right to payment for the product. Shipping costs related to the sales of antimony and zeolite products are recorded to cost of sales as incurred. For zeolite products, royalty expense due a third party by the Company is also recorded to cost of sales upon sale in accordance with terms of underlying royalty agreements.

For sales of precious metals, the performance obligation is met, the transaction price is known, and revenue is recognized at the time of transfer of control of the agreed-upon metal quantities to the customer. Refining and shipping costs related to sales of precious metals are recorded to cost of sales as incurred.

Sales of products for the three month periods ended March 31, 2019 and 2018, were as follows:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
Antimony	$ 1,705,823	$ 1,681,812
Zeolite	726,015	690,707
Precious metals	24,527	60,410
	$ 2,456,365	$ 2,432,929

4. Revenue Recognition, continued:

The following is sales information by geographic area based on the location of customers for the three month periods ended March 31, 2019 and 2018:

	Three Months Ended March 31, 2019	Three Months Ended March 31, 2018
United States	$ 2,108,569	$ 2,247,691
Canada	187,257	185,238
Mexico	160,539	-
	$ 2,456,365	$ 2,432,929

Sales of products to significant customers were as follows for the three month periods ended March 31, 2019 and 2018:

Sales to Three Largest Customers	For the Period Ended March 31, 2019	For the Period Ended March 31, 2018
Kohler Corporation	$ 458,094	$ 316,772
Ampacet Corporation	-	184,142
East Penn Manufacturing	157,328	-
Mexichem Speciality Compounds	684,011	728,578
	$ 1,299,433	$ 1,229,492
% of Total Revenues	52.90%	50.50%

Accounts receivable from largest customers were as follows at March 31, 2019 and December 31, 2018:

Three Largest Accounts Receivable	March 31, 2019	December 31, 2018
DanaMart	$ -	$ 143,890
Axens North America Inc.	64,500	34,912
Earth Innovations Inc.	-	35,967
Commerce Industrial Chemical	36,652	-
Nutreco Canada Inc.	27,736	-
	$ 128,888	$ 214,769
% of Total Receivables	38.50%	49.00%

Our trade accounts receivable balance related to contracts with customers was $335,186 at March 31, 2019 and $438,391 at December 31, 2018. Our products do not involve any warranty agreements and product returns are not typical.

We have determined our contracts do not include a significant financing component. For antimony and zeolite sales contracts, we may factor certain receivables and receive final payment within 30 days of the performance obligation being met. For antimony and zeolite receivables not factored, we typically receive payment within 10 days. For precious metals sales, a provisional payment of 75% is typically received within 45 days of the date the product is delivered to the customer. After an exchange of assays, a final payment is normally received within 90 days of product delivery.

5. Inventories

Inventories at March 31, 2019 and December 31, 2018 consisted primarily of finished antimony products, antimony metal, antimony ore, and finished zeolite products that are stated at weighted average lower of cost or estimated net realizable value. Finished antimony products, antimony metal and finished zeolite products costs include raw materials, direct labor and processing facility overhead costs and freight. Inventory at March 31, 2019 and December 31, 2018, is as follows:

	March 31, 2019	December 31, 2018
Antimony Metal	$ 158,532	$ 8,127
Antimony Oxide	252,704	255,782
Antimony Concentrates	-	2,214
Antimony Ore	269,627	257,067
Total antimony	680,863	523,190
Zeolite	206,785	232,071
	$ 887,648	$ 755,261

6. Accounts Receivable and Due to Factor

The Company factors designated trade receivables pursuant to a factoring agreement with LSQ Funding Group L.C., an unrelated factor (the “Factor”). The agreement specifies that eligible trade receivables are factored with recourse. We submit selected trade receivables to the factor, and receive 83% of the face value of the receivable by wire transfer. The Factor withholds 15% as retainage, and 2% as a servicing fee. Upon payment by the customer, we receive the remainder of the amount due from the factor. The 2% servicing fee is recorded on the consolidated statement of operations in the period of sale to the factor. John Lawrence, CEO, is a personal guarantor of the amount due to Factor.

Trade receivables assigned to the Factor are carried at the original invoice amount less an estimate made for doubtful accounts. Under the terms of the recourse provision, the Company is required to reimburse the Factor, upon demand, for factored receivables that are not paid on time. Accordingly, these receivables are accounted for as a secured financing arrangement and not as a sale of financial assets. The allowance for doubtful accounts (if any) is based on management’s regular evaluation of individual customer’s receivables and consideration of a customer’s financial condition and credit history. Trade receivables are written off when deemed uncollectible. Recoveries of trade receivables previously written off are recorded when received. Interest is not charged on past due accounts.

We present the receivables, net of allowances, as current assets and we present the amount potentially due to the Factor as a secured financing in current liabilities.

Accounts Receivble	March 31, 2019	December 31, 2018
Accounts receivable - non factored	$ 329,746	$ 421,867
Accounts receivable - factored with recourse	5,440	16,524
Accounts receivable - net	$ 335,186	$ 438,391

7. Commitments and Contingencies

In June of 2013, the Company entered into a lease to mine antimony ore from concessions located in the Wadley Mining district in Mexico. The lease calls for a term of one year, and as of March 31, 2019, requires payments of $10,000 plus a tax of $1,700, per month. The lease is renewable each year with a 15 day notice to the lessor, and agreement of terms. The next lease renewal is scheduled for renewal in June 2019.

8. Notes Payable to Bank

At March 31, 2019 and December 31, 2018, the Company had the following notes payable to bank:

	March 31, 2019	December 31, 2018
Promissory note payable to First Security Bank of Missoula, bearing interest at 3.150%, payable on demand, collateralized by a lien on Certificate of Deposit	$ 13,126	$ 83,918
Promissory note payable to First Security Bank of Missoula, bearing interest at 3.150%, payable on demand, collateralized by a lien on Certificate of Deposit	99,999	99,999
Total notes payable to the bank	$ 113,125	$ 183,917

These notes are personally guaranteed by John C. Lawrence the Company's Chief Executive Officer and Chairman of the Board of Directors. The maximum amount available for borrowing under each note is $99,999.

9. Debt

Long-Term debt at March 31, 2019 and December 31, 2018 is as follows:	March 31, 2019	December 31, 2018
Note payable to Zeo Inc., non interest bearing, payable in 11 quarterly installments of $8,300 with a final payment of $8,700; maturing December 2022; uncollateralized.	$ 100,000	$ 100,000
Note payable to Cat Financial Services, bearing interest at 6%; payable in monthly installments of $1,300; maturing August 2019; collateralized by equipment.	9,088	14,022
Note payable to Cat Financial Services, bearing interest at 6%; payable in monthly installments of $778; maturing December 2022; collateralized by equipment.	31,940	34,390
Note payable to De Lage Landen Financial Services, bearing interest at 3.51%; payable in monthly installments of $655; maturing September 2019; collateralized by equipment.	3,294	5,851
Note payable to De Lage Landen Financial Services, bearing interest at 3.51%; payable in monthly installments of $655; maturing December 2019; collateralized by equipment.	5,844	8,371
Note payable to Phyllis Rice, bearing interest at 1%; payable in monthly installments of $2,000; originally maturing March 2015; collateralized by equipment.	9,146	12,146
Obligation payable for Soyatal Mine, non-interest bearing, annual payments of $100,000 or $200,000 through 2020, net of discount of $19,156 and $23,321, respectively. In addition, the Company is deliquent on payments of $392,069 related to this loan.	623,913	639,747
Obligation payable for Guadalupe Mine, non-interest bearing, annual payments from $60,000 to $149,078 through 2026, net of discount of $238,572 and $252,444, respectively. In addition, the Company is delinquent on payments of $32,539 related to this loan.	910,535	918,663
	1,693,760	1,733,190
Less current portion	(725,317)	(705,460)
Long-term portion	$ 968,443	$ 1,027,730

At March 31, 2019, principal payments on debt are due as follows:

3 Months Ending March 31,	Principal Payment	Discount	Net
2020	$ 791,908	$ (66,591)	$ 725,317
2021	264,928	(51,140)	213,788
2022	190,396	(40,765)	149,631
2023	182,996	(34,266)	148,730
2024	149,078	(27,378)	121,700
Thereafter	371,181	(36,587)	334,594
	$ 1,950,487	$ (256,727)	$ 1,693,760

10. Related Party Transactions

During the three months ended March 31, 2019 and 2018, the Chairman of the audit committee and compensation committee received $0 and $4,500, respectively, for services performed. See Note 11 for shares of common stock issued to directors.

During the three months ended March 31, 2019 and 2018, the Company paid $1,584 and $2,461, respectively, to John Lawrence, our President and Chief Executive Officer, as reimbursement for equipment used by the Company. Mr. Lawrence advanced the Company $125,200 for ongoing operating expenses during the quarter ended March 31, 2019.

11. Stockholder's Equity

Issuance of Common Stock for Payable to Board of Directors

During the quarters ended March 31, 2019 and March 31, 2018, the Company accrued $31,250 and $43,750, respectively, in directors' fees payable that will be paid in common stock.

In January 2019, the Company issued Daniel Parks, the Company's Chief Financial Officer, 200,000 shares of the Company's common stock with a fair value of $136,000 to retain his services. As part of the agreement, Mr. Parks' hours worked and financial compensation have been reduced.

12. Plant Acquisition

On August 31, 2018, the Company closed a Member Interest and Capital Share Agreement (the "Agreement") with Great Lakes Chemical Corporation and Lanxess Holding Company US Inc., as the sellers, and the Company as the buyer. Under the Agreement, the Company acquired a subsidiary of the sellers which includes an antimony plant, equipment and land located in Reynosa, Mexico. The Company is disassembling, salvaging and transporting the antimony plant and equipment for use in its existing operations in both Mexico and the United States. The project involves moving heavy equipment and could take up to a year. In addition, the Company was paid $1,500,000 by the sellers, which was recognized as operating income in the quarter ended September 30, 2018, to assist in the salvage and transport costs of the useable equipment. The transaction was accounted for as an asset acquisition as there was no business associated with the acquired assets. As of March 31, 2019, we have substantially completed the demolition and transportation of the salvaged equipment. The real property acquired with the plant was sold for $700,000 in November 2018, for which the Company received $300,000 in 2018 and the remaining balance of $400,000 in the three month period ended March 31, 2019.

13. Business Segments

The Company is currently organized and managed by four segments, which represent our operating units: United States antimony operations, Mexican antimony operations, precious metals recovery and United States zeolite operations.

The Madero smelter and Puerto Blanco mill at the Company's Mexico operation brings antimony up to an intermediate stage, which may be sold directly or shipped to the United States operation for finishing at the Thompson Falls, Montana plant. The precious metals recovery plant is operated in conjunction with the antimony processing plant at Thompson Falls, Montana. The zeolite operation produces zeolite near Preston, Idaho. Almost all of the sales of products from the United States antimony and zeolite operations are to customers in the United States.

14. Business Segments, continued:

Segment disclosure regarding sales to major customers is located in Note 4.

Properties, plants and equipment, net:	March 31, 2019	December 31, 2018
Antimony		
United States	$ 1,625,783	$ 1,635,315
Mexico	11,786,592	11,660,769
Subtotal Antimony	13,412,375	13,296,084
Precious metals	605,462	615,719
Zeolite	1,298,630	1,315,369
Total	$ 15,316,467	$ 15,227,172

Total Assets:	March 31, 2019	December 31, 2018
Antimony		
United States	$ 2,183,085	$ 2,199,694
Mexico	12,616,734	12,824,292
Subtotal Antimony	14,799,819	15,023,986
Precious metals	605,462	615,719
Zeolite	1,891,789	1,917,418
Total	$ 17,297,070	$ 17,557,123

	For the three months ended	
Capital expenditures:	March 31, 2019	March 31, 2018
Antimony		
United States	$ 1,345	$ -
Mexico	274,906	40,085
Subtotal Antimony	276,251	40,085
Precious Metals	6,754	40,988
Zeolite	29,563	13,732
Total	$ 312,568	$ 94,805

14. Business Segments, continued:

Segment Operations for the three months ended March 31, 2019	Antimony USAC	Antimony Mexico	Total Antimony	Precious Metals	Bear River Zeolite	Totals
Total revenues	$ 1,545,284	$ 160,539	$ 1,705,823	$ 24,527	$ 726,015	$ 2,456,365
Depreciation and amortization	10,878	149,083	159,961	17,011	46,301	223,273
Income (loss) from operations	(52,096)	(802,676)	(854,772)	7,516	163,489	(683,767)
Other income (expense):	(1,367)	(18,287)	(19,654)	-	(4,039)	(23,693)
NET INCOME (LOSS)	**$ (53,463)**	**$ (820,963)**	**$ (874,426)**	**$ 7,516**	**$ 159,450**	**$ (707,460)**

Segment Operations for the three months ended March 31, 2018	Antimony USAC	Antimony Mexico	Total Antimony	Precious Metals	Bear River Zeolite	Totals
Total revenues	$ 1,681,812	$ -	$ 1,681,812	$ 60,410	$ 690,707	$ 2,432,929
Depreciation and amortization	13,209	149,004	162,213	67,529	47,820	277,562
Income (loss) from operations	198,039	(742,781)	(544,742)	(7,119)	152,092	(399,769)
Other income (expense):	(778)	(71,120)	(71,898)	-	(2,773)	(74,671)
NET INCOME (LOSS)	**$ 197,261**	**$ (813,901)**	**$ (616,640)**	**$ (7,119)**	**$ 149,319**	**$ (474,440)**

ITEM 2. Management's Discussion and Analysis of Results of Operations and Financial Condition

General

Certain matters discussed are forward-looking statements that involve risks and uncertainties, including the impact of antimony prices and production volatility, changing market conditions and the regulatory environment and other risks. Actual results may differ materially from those projected. These forward-looking statements represent our judgment as of the date of this filing. We disclaim, however, any intent or obligation to update these forward-looking statements.

Antimony - Combined USA and Mexico	**1st Quarter 2019**	**1st Quarter 2018**
Lbs of Antimony Metal USA	233,596	263,620
Lbs of Antimony Metal Mexico:	209,552	152,344
Total Lbs of Antimony Metal Sold	**443,148**	**415,964**
Average Sales Price/Lb Metal	$ 3.85	$ 4.04
Net loss/Lb Metal	$ (1.97)	$ (1.48)
Gross antimony revenue - net of discount	$ 1,705,823	$ 1,681,812
Cost of sales	(1,963,964)	(1,906,002)
Operating expenses	(596,631)	(320,552)
Non-operating expenses	(19,654)	(71,898)
	(2,580,249)	(2,298,452)
Net loss - antimony	(874,426)	(616,640)
Depreciation,& amortization	159,961	162,213
EBITDA - antimony	$ (714,465)	$ (454,427)
Precious Metals		
Ounces sold		
Gold	**6**	**12**
Silver	**1,724**	**4,073**
Gross precious metals revenue	$ 24,527	$ 60,410
Production costs, royalties, and shipping costs	(17,011)	(67,529)
Net income (loss) - precious metals	7,516	(7,119)
Depreciation	17,011	67,529
EBITDA - precious metals	$ 24,527	$ 60,410
Zeolite		
Tons sold	**3,841**	**3,753**
Average Sales Price/Ton	$ 189.02	$ 184.04
Net income/Ton	$ 41.51	$ 39.79
Gross zeolite revenue	$ 726,015	$ 690,707
Cost of sales	(544,443)	(514,486)
Operating expenses	(18,083)	(24,129)
Non-operating expenses	(4,039)	(2,773)
Net income - zeolite	159,450	149,319
Depreciation	46,301	47,820
EBITDA - zeolite	$ 205,751	$ 197,139
Company-wide		
Gross revenue	$ 2,456,365	$ 2,432,929
Production costs	(2,525,418)	(2,488,017)
Operating expenses	(614,714)	(344,681)
Non-operating expenses	(23,693)	(74,671)
Net income (loss)	(707,460)	(474,440)
Depreciation,& amortization	223,273	277,562
EBITDA	$ (484,187)	$ (196,878)

Company-Wide

For the first quarter of 2019, we recognized a net loss of $707,460, on sales of $2,456,365, compared to a net loss of $474,440 in the first quarter of 2018 on sales of $2,432,929. In addition to normal operating costs, the loss in the first quarter of 2019 was primarily due to the one time cost to demolish the Lanxess plant in Reynosa, Mexico ($76,130), an increase in administrative salaries paid by issuance of stock ($136,000), a reduction in precious metals revenue ($35,883), and the cost of the listing on the NYSE ($60,000). The loss in the first quarter of 2018 was primarily due to decrease in the raw materials received from our North American supplier. During 2018, we endured supply interruptions from our North American supplier, but we anticipate that near normal supply quantities will resume for the remainder of 2019.

For the first quarter of 2019, EBITDA was a negative $484,187 compared to a negative $196,878 for the same period of 2018.

Net non-cash expense items totaled $410,347 for 2019 and included $223,273 for depreciation and amortization, $18,037 for amortization of debt discount, $31,250 for director compensation, $136,000 for stock issued for employment, and $1,787 for other items.

Net non-cash expense items totaled $343,969 for the first quarter of 2018 and included $277,562 for depreciation and amortization, $21,120 for amortization of debt discount, $43,750 for director compensation and $1,537 for other items.

For the first quarter of 2019, general and administrative expenses were $205,174 compared to $150,831 for the same period of 2018.

Antimony

For the three months ended March 31, 2019, we sold 443,148 pounds of antimony compared to 415,964 pounds for the three months ended March 31, 2018. The raw material received from our North American supplier decreased by approximately 30,000 pounds for the three months ended March 31, 2019, compared to the same quarter for 2018. We had a increase in raw material of approximately 57,000 pounds from Mexico for the first quarter of 2019 compared to the same quarter for 2018.

The average sales price of antimony during the three months ended March 31, 2019 was $3.85 per pound compared to $4.04 during the same period in 2018.

The cyanide leach circuit at Puerto Blanco has been permitted, and construction of the leach circuit is underway and is nearly complete. The largest project was the construction of the tailings pond, and it is ready for a liner.

At the Wadley mine, production is being increased with more miners and load haul dump equipment. The use of pneumatic hammers is planned in lieu of explosives. We believe that we can double our production from this mine in 2019.

The Guadalupe mine has started production, and will be shipping direct shipping ore to our Madero smelter during 2019.

The Soyatal mine will be started once we receive an explosives permit.

Precious Metals

The caustic leach of flotation concentrates from Los Juarez was successful, and the pilot production of the Los Juarez gold, silver, and antimony will commence with the completion of the cyanide leach plant at Puerto Blanco. The cyanide leach plant at Puerto Blanco is on schedule to start testing in quarter two of 2019. Tests will include three technical discoveries that we expect to increase recovery and expedite processing.

For the three months ended March 31, 2019, income for precious metals was $24,527, compared to $60,410 for the same period of 2018.

The estimated recovery of precious metals per metric ton, after the caustic leach and cyanide leach circuits, is as follows:

Metal	Assay	Recovery	Value	Value/Mt
Gold	0.035 opmt	90%	$1200/oz	$37.80
Silver	3.27 opmt	90%	$15.50/oz	$45.61
Antimony	0.652%	70%	4.14/lb	$41.52
Total				**$124.93**

Current and prior years' revenue from precious metals is as follows:

Precious Metal Sales Silver/Gold

Montana	2019	2018
Ounces Gold Shipped (Au)	6.45	11.59
Ounces Silver Shipped (Ag)	1,724.40	4,073.27
Total Revenues	**$ 24,527**	**$ 60,410**

Bear River Zeolite (BRZ)

For the three months ended March 31, 2019, BRZ sold 3,841 tons of zeolite compared to 3,753 tons in the same period of 2018, up 88 tons (2%).

BRZ realized net income of $159,450 after depreciation of $46,301 in the first quarter of 2019, compared to a net income of $149,319 after depreciation of $47,820 for the same quarter of 2018.

BRZ realized an EBITDA for the three months ended March 31, 2019 of $205,571, compared to $197,319 for the same period in 2018.

We are anticipating continued growth in all areas of zeolite sales.

Financial Position

Financial Condition and Liquidity

	March 31, 2019	December 31, 2018
Current assets	$ 1,519,890	$ 1,903,256
Current liabilities	(3,855,525)	(3,517,618)
Net Working Capital	$ (2,335,635)	$ (1,614,362)

	For the Three Months Ended	
	March 31, 2019	March 31, 2018
Cash provided (used) by operations	$ (85,590)	$ 163,661
Cash provided by collection of note receivable	400,000	-
Cash used for capital outlay	(312,568)	(94,805)
Cash provided (used) by financing:		
Net payments (to) from factor	(11,084)	1,870
Payments on notes payable to bank	(70,792)	(95,448)
Principal paid on long-term debt	(57,467)	(48,681)
Advance from related party	125,200	75,000
Checks issued and payable	(845)	(17,203)
Net change in cash and cash equivalents	$ (13,146)	$ (15,606)

Our net working capital decreased by approximately $721,273 from December 31, 2018. Our cash and cash equivalents decreased by approximately $13,000 during the same period. The decrease in our net working capital was partially due to $76,000 for decommissioning an antimony plant in Reynosa, Mexico, and an increase of approximately $160,000 in the liabilities in Mexico. We spent approximately $312,000 for capital items, including the capitalized portion of demolishing the Lanxess plant in Reynosa, Mexico, and our long term debt decreased by approximately $59,000. We have estimated commitments for construction and improvements of $100,000 to finish building and installing the precious metals leach circuits. We believe that with our current cash balance, along with the future cash flow from operations and operating agreements, we have adequate liquid assets to meet these commitments and service our debt for the next twelve months. We have lines of credit of $202,000 which have been drawn down by $113,125 at March 31, 2019.

ITEM 3.

None

ITEM 4. Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our reports under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, as appropriate, to allow timely decisions regarding required disclosure. Our chief financial officer conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of March 31, 2019. It was determined that there were material weaknesses affecting our disclosure controls and procedures and, as a result of those weaknesses, our disclosure controls and procedures were not effective as of March 31, 2019. These material weaknesses are as follows:

- Inadequate design of internal control over the preparation of the financial statements and financial reporting processes;
- Inadequate monitoring of internal controls over significant accounts and processes including controls associated with domestic and Mexican subsidiary operations and the period-end financial reporting process; and
- The absence of proper segregation of duties within significant processes and ineffective controls over management oversight, including antifraud programs and controls.

We are aware of these material weaknesses and will develop procedures to ensure that independent review of material transactions is performed. The chief financial officer will develop internal control measures to mitigate the lack of inadequate documentation of controls and the monitoring of internal controls over significant accounts and processes including controls associated with the period-ending reporting processes, and to mitigate the segregation of duties within significant accounts and processes and the absence of controls over management oversight, including antifraud programs and controls.

We plan to consult with independent experts when complex transactions are entered into.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There were no significant changes made to internal controls over financial reporting for the quarter ended March 31, 2019 .

PART II - OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

None

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

None

Item 3. DEFAULTS UPON SENIOR SECURITIES

The registrant has no outstanding senior securities.

Item 4. MINE SAFETY DISCLOSURES

The information concerning mine safety violations or other regulatory matters required by Section 1503 (a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 104 of Regulation S-K is included in Exhibit 95 to this Annual Report.

Item 5. OTHER INFORMATION

None

Item 6. EXHIBITS AND REPORTS ON FORM 8-K

Certifications

Certifications Pursuant to the Sarbanes-Oxley Act

Reports on Form 8-K None

SIGNATURES

Pursuant to the requirements of Section 13 or 15(b) 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.

UNITED STATES ANTIMONY CORPORATION
(Registrant)

Date: May 15, 2019

By: /s/ John C. Lawrence
John C. Lawrence, Director and President
(Principal Executive)

Date: May 15, 2019

By: /s/ Daniel L. Parks
Daniel L. Parks, Chief Financial Officer

Exhibit 31.1

CERTIFICATIONS

I, John C. Lawrence, President and Chief Executive Officer, certify that:

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

Date: May 15, 2019

By: /s/ John C. Lawrence
John C. Lawrence, Director and President
(Principal Executive)

Exhibit 31.2

CERTIFICATIONS

I, Daniel L. Parks, Chief Financial Officer, certify that:

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

Date: May 15, 2019

By: /s/ Daniel L. Parks

Daniel L. Parks, Chief Financial Officer

EXHIBIT 32.1

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

I, John C. Lawrence, President, and Chief Executive Officer of United States Antimony Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2019, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

By: /s/ John C. Lawrence
John C. Lawrence, Director and President
(Principal Executive)

EXHIBIT 32.2

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

I, Daniel L. Parks, Chief Financial Officer of United States Antimony Corporation (the "Company") do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

This Quarterly Report on Form 10-Q of the Company for the fiscal quarter ended March 31, 2019, as filed with the Securities and Exchange Commission (the "report"), fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 15, 2019

By: /s/ Daniel L. Parks
Daniel L. Parks, Chief Financial Officer

Exhibit 95

UNITED STATES ANTIMONY CORPORATION
POST OFFICE BOX 643
THOMPSON FALLS, MONTANA 59873-0643
406-827-3523
406-827-3543 FAX
tfl3543@blackfoot.net E-MAIL

Exhibit 95 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 quarter ending March 31, 2019, the Company had the following 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.

Mine	Mine Act §104(a) Violations (1)	Mine Act §104(b) Orders (2)	Mine Act §104(d) Citations and Orders (3)	Mine Act §(b) (2) Violations (4)	Mine Act §107(a) Orders (5)	Proposed Assessments from MSHA (In dollars$)	Mining Related Fatalities	Mine Act §104(e) Notice (yes/no) (6)	Pending Legal Action before Federal Mine Saftey and Health Review Commission (yes/no)
Bear River Zeolite	1	0	0	0	0	$ 363.00	0	No	No