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

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) 0000027093	Previous Names DATARAM CORP	<input type="checkbox"/> None	Entity Type <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Limited Liability Company <input type="checkbox"/> General Partnership <input type="checkbox"/> Business Trust <input type="checkbox"/> Other (Specify)
Name of Issuer U.S. GOLD CORP.			
Jurisdiction of Incorporation/Organization NEVADA			
Year of Incorporation/Organization <input checked="" type="checkbox"/> Over Five Years Ago <input type="checkbox"/> Within Last Five Years (Specify Year) <input type="checkbox"/> Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer U.S. GOLD CORP.	Street Address 1 1910 IDAHO STREET	Street Address 2 SUITE 102 - BOX 604	Phone Number of Issuer 800-557-4550
City ELKO	State/Province/Country NEVADA	ZIP/PostalCode 89801	

3. Related Persons

Last Name Bee	First Name George	Middle Name Michael
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Francis	First Name Kevin	Middle Name Albert
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Norman	First Name Luke	Middle Name
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Schafer	First Name Robert	Middle Name W.
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Waldkirch	First Name Michael	Middle Name
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Fipke	First Name Johanna	Middle Name
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name Alexander	First Name Eric	Middle Name Brian
Street Address 1 1910 Idaho Street	Street Address 2 Suite 102 - Box 604	
City Elko	State/Province/Country NEVADA	ZIP/PostalCode 89801

Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

4. Industry Group

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Health Care	<input type="checkbox"/> Retailing
<input type="checkbox"/> Banking & Financial Services	<input type="checkbox"/> Biotechnology	<input type="checkbox"/> Restaurants
<input type="checkbox"/> Commercial Banking	<input type="checkbox"/> Health Insurance	<input type="checkbox"/> Technology
<input type="checkbox"/> Insurance	<input type="checkbox"/> Hospitals & Physicians	<input type="checkbox"/> Computers
<input type="checkbox"/> Investing	<input type="checkbox"/> Pharmaceuticals	<input type="checkbox"/> Telecommunications
<input type="checkbox"/> Investment Banking	<input type="checkbox"/> Other Health Care	<input type="checkbox"/> Other Technology
<input type="checkbox"/> Pooled Investment Fund	<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
Is the issuer registered as an investment company under the Investment Company Act of 1940?		
<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Other Banking & Financial Services		
<input type="checkbox"/> Business Services	<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
Energy	<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> Coal Mining	<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Electric Utilities	<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Other
<input type="checkbox"/> Energy Conservation	<input type="checkbox"/> Other Real Estate	
<input type="checkbox"/> Environmental Services		
<input type="checkbox"/> Oil & Gas		
<input type="checkbox"/> Other Energy		

<input type="checkbox"/> Manufacturing	<input type="checkbox"/> Travel
<input type="checkbox"/> Real Estate	<input type="checkbox"/> Airlines & Airports
<input type="checkbox"/> Commercial	<input type="checkbox"/> Lodging & Conventions
<input type="checkbox"/> Construction	<input type="checkbox"/> Tourism & Travel Services
<input type="checkbox"/> REITS & Finance	<input type="checkbox"/> Other Travel
<input type="checkbox"/> Residential	<input checked="" type="checkbox"/> Other
<input type="checkbox"/> Other Real Estate	

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

<input checked="" type="checkbox"/> New Notice Date of First Sale 2025-12-23	<input type="checkbox"/> First Sale Yet to Occur
<input type="checkbox"/> Amendment	

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity
 Debt
 Option, Warrant or Other Right to Acquire Another Security
 Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests
 Tenant-in-Common Securities
 Mineral Property Securities
 Other (describe)

Each Warrant entitles the holder thereof to purchase additional shares of common stock of the Company at an exercise price of \$23.00 per share for a period of 2 years after the issuance date.

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input checked="" type="checkbox"/> None
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input checked="" type="checkbox"/> None
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
State(s) of Solicitation (select all that apply) Check "All States" or check individual States	<input type="checkbox"/> All States <input type="checkbox"/> Foreign/non-US	

13. Offering and Sales Amounts

Total Offering Amount \$53,339,855 USD or Indefinite

Total Amount Sold \$31,235,084 USD

Total Remaining to be Sold \$22,104,771 USD or Indefinite

Clarification of Response (if Necessary):

The additional \$22,104,771 may be received upon the exercise of common stock purchase warrants if exercised in the U.S.

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. _____

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 30 _____

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

In the ordinary course of business, the issuer may use some of the proceeds of the offering to pay salaries to certain of its executive officers and directors.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
U.S. GOLD CORP.	/s/ Eric Alexander	Eric Alexander	Chief Financial Officer	2026-01-06

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.