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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): June 21, 2017

U.S. GOLD CORP.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

1-8266

(Commission
File Number)

22-18314-09

(IRS Employer
Identification No.)

777 Alexander Road, Suite 100, Princeton, NJ 08540
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (609) 799-0071

Dataram Corporation

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.

Effective June 26, 2017, U.S. Gold Corp. (the “Company”) changed its legal corporate name to “U.S. Gold Corp.” from “Dataram Corporation”. The Company effectuated the name change through a short-form merger pursuant to Section 92A of the Nevada Revised Statutes where a subsidiary formed solely for the purpose of the name change was merged with and into the Company, with the Company as the surviving corporation in the merger. The merger had the effect of amending the Company’s Articles of Incorporation to reflect its new legal name. A copy of the Articles of Merger effecting the name change, as filed with the Secretary of State of the State of Nevada, is attached hereto as Exhibit 3.1.

In connection with the name change, effective June 26, 2017, the Company changed its ticker symbol to “USAU” from “DRAM”.

Item 7.01 Regulation FD Disclosure.

On June 26, 2017, the Company issued a press release with respect to the name and symbol change.

A copy of the press release is filed as Exhibit 99.1 to this Current Report and is incorporated by reference herein. The information in this Current Report is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.***(d) Exhibits.***

Exhibit	Description of Exhibit
3.1	Articles of Merger, as filed with the Secretary of State of the State of Nevada effective as of June 26, 2017
99.1	Press release dated June 26, 2017

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 hereunto duly authorized.

DATARAM CORPORATION

Dated: June 26, 2017

/s/ Edward M. Karr

Edward M. Karr
Chief Executive Officer



140105



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger
(PURSUANT TO NRS 92A.200)
Page 1

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number 20170266454-77
	Filing Date and Time 06/21/2017 8:36 AM
	Entity Number E0602082015-7

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

U.S. Gold Corp.

Name of merging entity

Nevada

Corporation

Jurisdiction

Entity type *

Name of merging entity

Corporation

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

Name of merging entity

Jurisdiction

Entity type *

and,

Dataram Corporation

Name of surviving entity

Nevada

Corporation

Jurisdiction

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 1
Revised: 1-5-15



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

- (a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 2
Revised: 1-5-15



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

U.S. Gold Corp.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 3
Revised: 1-5-15



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Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

Name of **surviving** entity, if applicable

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 4
Revised: 1-5-15



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Secretary of State
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article 1

The name of the corporation is U.S. Gold Corp.

6) Location of Plan of Merger (check a or b):

☐

(a) The entire plan of merger is attached;

or,

☒

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: June 26, 2017

Time: 12:01 a.m.

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 5
Revised: 1-5-15



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
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Articles of Merger

(PURSUANT TO NRS 92A.200)


Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

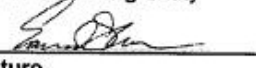
U.S. Gold Corp.
Name of merging entity
X 
Signature Title Date
Chief Executive Officer June 21, 2017

Name of merging entity
X
Signature Title Date

Name of merging entity
X
Signature Title Date

Name of merging entity
X
Signature Title Date

and,

Dataram Corporation
Name of surviving entity
X 
Signature Title Date
Chief Executive Officer June 21, 2017

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State 92A Merger Page 6
Revised: 1-5-15

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary
for Commercial Recordings*



Commercial Recordings Division

202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

June 21, 2017

Job Number: C20170621-0455
Reference Number: 00010670380-05
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20170266454-77	Merge In	6 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Sandy Edwards
Certificate Number: C20170621-0455
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138



140105



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 1

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Articles of Merger (Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

<input type="text" value="U.S. Gold Corp."/>	
Name of merging entity	
<input type="text" value="Nevada"/>	<input type="text" value="Corporation"/>
Jurisdiction	Entity type *
<input type="text"/>	
Name of merging entity	
<input type="text"/>	<input type="text" value="Corporation"/>
Jurisdiction	Entity type *
<input type="text"/>	
Name of merging entity	
<input type="text"/>	<input type="text"/>
Jurisdiction	Entity type *
<input type="text"/>	
Name of merging entity	
<input type="text"/>	<input type="text"/>
Jurisdiction	Entity type *
and,	
<input type="text" value="Dataram Corporation"/>	
Name of surviving entity	
<input type="text" value="Nevada"/>	<input type="text" value="Corporation"/>
Jurisdiction	Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.



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Page 2

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c/o:

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Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

Name of **surviving** entity, if applicable

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Nevada Secretary of State 92A Merger Page 2
Revised: 1-5-15



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

U.S. Gold Corp.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

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Nevada Secretary of State 92A Merger Page 3
Revised: 1-5-15



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Articles of Merger

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Page 4

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Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

Name of **surviving** entity, if applicable

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Nevada Secretary of State 92A Merger Page 4
Revised: 1-5-15



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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Article 1

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☐

(a) The entire plan of merger is attached;

or,

☒

(b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: June 26, 2017

Time: 12:01 a.m.

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Nevada Secretary of State 92A Merger Page 5
Revised: 1-5-15



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Articles of Merger

(PURSUANT TO NRS 92A.200)


Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

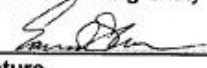
U.S. Gold Corp.
Name of merging entity
X 
Signature Title Date
Chief Executive Officer June 21, 2017

Name of merging entity
X
Signature Title Date

Name of merging entity
X
Signature Title Date

Name of merging entity
X
Signature Title Date

and,

Dataram Corporation
Name of surviving entity
X 
Signature Title Date
Chief Executive Officer June 21, 2017

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Nevada Secretary of State 92A Merger Page 6
Revised: 1-5-15



Dataram Corporation Announces Name and Symbol Change to U.S. Gold Corp. and “USAU”, respectively

New Name, U.S. Gold Corp., and Symbol, “USAU”, Better Reflects the Company’s Gold Exploration Focus

ELKO, NV, June 26, 2017 – U.S. Gold Corp. (NASDAQ: USAU) today announced that its name change became effective with the State of Nevada on June 26, 2017, and NASDAQ approved a symbol change from “DRAM” to “USAU” effective as of the same date. Commencing today, the Company’s common shares will commence trading on the NASDAQ Capital Market under the trading symbol USAU.

Commenting on the symbol change, Edward Karr, U.S. Gold Corp.’s President and CEO stated, “We are pleased to announce our new trading symbol of USAU. Combining the “AU” symbol for gold with our geographic focus in the U.S., all of us at U.S. Gold Corp. believe this new symbol accurately represents our company: a U.S.-based, U.S.-listed, gold exploration company, focused on U.S. properties and assets. This symbol change is the final evolution of our acquisition of Gold King Corp. (formerly U.S. Gold Corp.). Each of Gold King Corp. and Dataram Memory remain a wholly-owned subsidiary of U.S. Gold Corp. and we continue to explore ways to maximize shareholder value with these subsidiaries in the future. Our primary focus as a gold exploration company is progressing our district scale Keystone property on the Cortez Trend in Nevada towards a potential discovery and advancing our Copper King project in Wyoming towards pre-feasibility.”

About U.S. Gold Corp.

U.S. Gold Corp. is a publicly traded U.S. focused gold exploration and development Company. U.S. Gold Corp. has a portfolio of development and exploration properties. Copper King is located in South East Wyoming and has a historical Preliminary Economic Assessment (PEA) done by Mine Development Associates in 2012 for Strathmore Minerals Corporation. Keystone is an exploration property on the Cortez trend in Nevada, identified and consolidated by David Mathewson. For more information about U.S. Gold Corp., please visit www.usgoldcorp.gold

Dataram Memory is an independent manufacturer of memory products and provider of performance solutions that increase the performance and extend the useful life of servers, workstations, desktops and laptops sold by leading manufacturers such as Dell, Cisco, Fujitsu, HP, IBM, Lenovo and Oracle. Dataram Memory's memory products and solutions are sold worldwide to OEMs, distributors, value-added resellers and end users. Additionally, Dataram Memory manufactures and markets a line of Intel approved memory products for sale to manufacturers and assemblers of embedded and original equipment. 70 Fortune 100 companies are powered by Dataram Memory. Founded in 1967, the Company is a U.S. based manufacturer, with presence in the United States, Europe and Asia. For more information about Dataram Memory, visit www.dataram.com.

Safe Harbor

The information provided in this press release may include forward-looking statements relating to future events, such as the exploration success of U.S. Gold Corp., development of new Dataram Memory products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of gold and mining industry cost inputs, memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays in developing and commercializing new products, risks with respect to U.S. Gold Corp. faced by junior mining companies generally engaged in exploration activities, and other factors described in the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, including the Risk Factors with respect to U.S. Gold Corp. contained in the Current Report on Form 8-K filed on May 26, 2017, filed with the Securities and Exchange Commission, which can be reviewed at www.sec.gov. The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.

For additional information, please contact:

U.S. Gold Corp. Investor Relations:
+1 800 557 4550

ir@usgoldcorp.gold

www.usgoldcorp.gold
