
**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): November 3, 2017

U.S. GOLD CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

001-08266
(Commission
File Number)

22-18314-09
(IRS Employer
Identification No.)

1910 E. Idaho Street, Suite 102-Box 604, Elko, NV 89801
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (800) 557-4550
(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 7.01 Regulation FD Disclosure.

On November 6, 2017, U.S. Gold Corp. (the “Company”) sent a letter dated November 3, 2017 (the “Shareholder Letter”) and factsheet (the “Factsheet”) to its shareholders providing an update on the Company’s ongoing exploration efforts.

A copy of the form of the Shareholder Letter and Factsheet are attached hereto as Exhibit 99.1 and Exhibit 99.2, respectively, and incorporated herein by reference. The Shareholder Letter and Factsheet are furnished herein, as part of this Item 7.01, as Exhibit 99.1 and Exhibit 99.2, respectively. Pursuant to General Instruction B.2 of Current Report on Form 8-K, the information in this Item 7.01, Exhibit 99.1 and Exhibit 99.2 shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section. Furthermore, the information in this Item 7.01, Exhibit 99.1 and Exhibit 99.2 shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

99.1	<u>Shareholder Letter dated November 3, 2017</u>
99.2	<u>Factsheet</u>

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.

U.S. GOLD CORP.

Dated: November 6, 2017

/s/ Edward M. Karr

Edward M. Karr
Chief Executive Officer



U.S. Gold Corp. Letter to Shareholders

ELKO, NV, November 3, 2017 – U.S. Gold Corp. (NASDAQ: USAU) is pleased to provide the following Letter to Shareholders.

Highlights: - Laying the Groundwork for an Exciting Future

- Raised over \$14.4 million in financings
- Initiated 2016 / 2017 field exploration programs at our Keystone and Copper King properties
- Consummated merger with Dataram Corporation and divested the legacy subsidiary
- Became one of the few publicly listed gold exploration companies on NASDAQ
- Assembled experienced management team and Board of Directors with a strong track records
- Consolidated the Keystone property so that we now control 100% of the district
- Acquired the Gold Bar North exploration property

November 3, 2017

Dear U.S. Gold Corp. Shareholder,

As many of you are aware, our stock price has been under a significant amount of pressure since the completion of the U.S. Gold Corp. / Dataram merger in late May 2017. Understandably, as of the date of this letter, since we are trading around the \$1.10 range, a lot of you are rightfully concerned about your investment as we have received a tremendous amount of calls and emails from our shareholders.

Our Company is executing on our exploration plans as we anticipate announcing our autumn 2017 drill results before the end of the year for our Keystone and Gold Bar North projects. We also anticipate that we will begin additional Copper King exploration programs by the end of this year as well. At our current stock price, we are one of the cheapest junior gold exploration companies trading on the NASDAQ with a market capitalization of \$15 million as of November 3, 2017. We have a just over 14 million shares outstanding, a solid cash position and no debt.

The Copper King resource has an historic Preliminary Economic Assessment (PEA) report, authored by Mine Development Associates, dated August 24, 2012, showing a \$160 million net present value at a 5 percent discount at \$1,100 gold and \$3 copper prices. As of this letter, gold is currently trading above \$1,250 per ounce and copper is currently trading at above \$3.00 per pound. We believe there is substantial value in this development project as well as our blue-sky exploration properties. Dave Mathewson, our Vice-President and Head of Exploration states “I believe our Keystone project, which is currently being drilled, is one of the best exploration projects that I have ever seen and has the potential to be bigger than the “Railroad” project, which I, and my former team, explored with excellent discovery success.”

As with all junior exploration companies, there is a tremendous amount of risk involved, but we strongly believe that ours is a unique opportunity for those willing to take that risk. We believe we are highly undervalued compared to our peer group with similarly defined resources. We are as excited as ever to see what our drilling programs bring us in 2018, but we are also cognizant of the volatility our shareholders are currently experiencing. We appreciate your being a U.S. Gold Corp. shareholder and we look forward to 2018. Below, please find a detailed update on our progress since our inception.

Introduction

U.S. Gold Corp. is a junior gold exploration and development company. After completing an \$11.92 million financing as a private company in April 2016, U.S. Gold Corp. initiated a 2016 field exploration program at its Keystone and Copper King properties. 2017 has been a very busy year for us. In May 2017, we finalized our merger with Dataram Corporation, and became one of the few publicly listed junior gold exploration companies on the prestigious NASDAQ Stock Market. We changed our trading symbol to USAU to better describe our company. We progressed our Summer 2017 exploration programs and acquired the Gold Bar North exploration property on structural trend with Keystone. In October 2017, we closed another \$2.5 million financing and announced the sale of our Dataram Memory subsidiary to focus exclusively on gold exploration. We have initiated our Fall 2017 exploration programs at Keystone, Gold Bar North and Copper King.

Experienced Management with a Strong Track Record

Although the gold exploration business is a high-risk venture, our management team has experienced, proven ore finders who have an impressive historical discovery track record. Specifically, Dave Mathewson, has led teams credited with exploration discoveries including; the Tess, Northwest Rain, Saddle, South Emigrant properties in the Rain District, and North Mike, Deep Gold Quarry while with Newmont, and the Railroad District discoveries also on the Carlin Trend.

Dave Mathewson has had his eyes on the Keystone district for the past 30 years. He believes that Keystone holds tremendous potential. Dave has brought a team of exploration industry veterans to U.S. Gold Corp., and is using the same exploration methodology on Keystone that he has developed and utilized for the last 35 years in Nevada, with particular success on the Carlin Trend.

Keystone May Hold Significant Opportunity

After forming U.S. Gold Corp. as a private company in 2014, we acquired our flagship Copper King project in Wyoming and have been steadily advancing the property. In the second half of 2015, Dave Mathewson called me and told me he had consolidated an exciting exploration property. Dave and I have known each other for more than a decade. He had left Gold Standard Ventures in late 2014 after several years of impressive discovery success at Railroad, in order to generate new exploration opportunities in Nevada, in particular Keystone. As one of the leading Nevada exploration geologists, his sense of a large district- scale opportunity has always attracted him to Keystone. Different pieces of the Keystone property have been with various companies over the last 30 years. Placer Dome held a large number of key claims in the district and Barrick Gold Corp. dropped them when they acquired Placer in 2006. Dave patiently and methodically worked on picking up claims in the district beginning in 2004, and primarily in 2015.

Nevada has produced more than 245 million ounces of gold, which makes it the world's highest gold producer per unit area. Continued exploration using effective modern-day exploration methods in already over-explored locations keeps delivering discoveries. The major gold trends of North Central Nevada are "Nevada Elephant Country." Keystone lies 10 miles southeast of Barrick Gold's Cortez Hills mine on the Cortez Gold Trend. Just to the northwest of Cortez Hills is the Pipeline mine. According to Barrick's website, their Cortez District produced 1.06 million ounces in 2016 at an all-in-sustaining-cost (AISC) of \$517 per ounce. Barrick averaged \$901 per ounce sales, representing \$407,040,000 in cash flow to Barrick in 2016. The Cortez Gold Mine district is home to several additional discoveries. Horse Canyon, Red Hill, Gold Rush and ET Blue all add exploration ounces to the area.

According to Dave Mathewson, there has never been any modern, district-scale exploration work done in the history of Keystone. Several shallow historical drill holes have been sporadically drilled, but there has never been a systematic, model-driven exploration approach to the whole district. The host rocks at Keystone include Devonian Horse Canyon, Wenban, and Silurian Roberts Mountains Formations – the same hosts to the Pipeline, Cortez, Cortez Hills, Red Hill and Goldrush deposits to the north. These permissive host rocks exist all over the district at shallow to moderate depths.

In 2015, Dave Mathewson was successful in consolidating the final claims to the Keystone district. When U.S. Gold Corp. acquired the Keystone project, we brought him on at the end of 2015.

U.S. Gold Corp. advanced its exploration programs in 2016. Dave Mathewson and his teams completed district-wide gravity surveys in 2016 and 2017. This was the first comprehensive gravity survey done on the entire Keystone district. The results show similarity to Cortez district geology and the potential for hosting similar major gold deposits. Dave brought on Tom Chapin as a Senior Consulting Geologist. Tom worked for Barrick Gold for years, mapping the Cortez and Goldrush geology. Tom's feedback is that he believes the geology of the Keystone district is almost identical to that of Cortez. Based upon the favorable interpretations of the 2016 and 2017 gravity surveys, U.S. Gold Corp. staked additional claims in both 2016 and 2017, significantly increasing its land position. Neil Whitmer, Brion Theriault, Joe Laravie and Jim Wright have all been deeply involved in the Keystone exploration process with Dave.

Dave Mathewson has been following the same model for exploration success throughout his career. He likes to identify high potential, early-stage, grass-roots exploration opportunities. He then uses modern technology (gravity, IP, CSAMT) to understand the geology and potential gold deposit settings. These techniques, combined with soil samples, rock samples, field mapping and digitization of historical drill hole data, lead to target generation. In gold exploration, a company needs to drill to deliver the real results. Over the last decades, the relatively easy global gold deposits have largely been found. Now, exploration geologists need to either go deeper, or look harder and more effectively in new places for potential deposits. Mother Earth does not easily give up her secrets, but methodical exploration geologists are patient treasure seekers. Gold is expensive for a reason, and that is because it is increasingly difficult to find. Gold exploration is a process and can take a substantial amount of time, often many years, from project generation to ultimate discovery success.

Dave has continually developed and refined his exploration models during his 35 plus year Nevada career. After interpreting the 2016 Keystone field surveys, Dave designed a six-hole 2016 scout drill program. Again, never in the history of the Keystone district has any modern-day exploration or deep core drilling been done. Dave designed these 2016 scout holes to drill core and get a much better mental understanding of the geology of the Keystone district. (This is the same recipe for success Dave used at Railroad for Gold Standard Ventures, and elsewhere on the Carlin Trend while with Newmont). The results have been exactly what Dave was hoping to see; - mainly the right geological characteristics, and the right rocks to host major potential gold deposits. Two of the five vertical core holes completed in late 2016 provided new, important information regarding gold-bearing host stratigraphy and lithological information. The core interpretation is ongoing and will provide important potential deposit model information.

In the summer of 2017, we drilled four additional holes to complete our initial Keystone scout drilling program. The results of the program were encouraging. The extent and severity of the alteration encountered, the thickness of permissive rock packages combined with the shallow depths they were intercepted, and Keystone's structural complexity highlight the potential of this district scale mineral system. The drilled intercepts show many similarities to world-class gold deposits located on the north Carlin Trend and neighboring Cortez Trend deposits.

Extended Our Reach with Acquisition of Contiguous Gold Bar North Property

Based upon the favorable results of the 2016 scout drill holes, U.S. Gold Corp. staked additional claims at Keystone in March 2017 and again in September 2017. The Keystone property now has 650 total claims representing 20 square miles. U.S. Gold Corp. controls 100 percent of the district, and we are confident that we have all the right land in our control. In addition, we announced the acquisition of the Gold Bar North property at the end of June 2017. Gold Bar North is synergistic with Keystone and the historic Gold Bar Mine. We plan to advance the property through mapping, geophysics and drilling. Drilling commenced in October 2017 and we have filed an environmental assessment for the purpose of an expanded Keystone exploration program in 2018.

Copper King: An Existing Resource with Significant Prospects

While we focus on moving our Keystone and Gold Bar North exploration programs forward, we are advancing our Copper King project in Wyoming. Copper King contains a robust historical gold / copper mineral resource. Since acquiring the property, we have been advancing the project through numerous studies. At the beginning of July 2017, we announced the results of a completed geophysical survey at Copper King. Our geologists believe that there is additional exploration upside potential at Copper King. This will be a focus for us in the autumn of 2017 and into 2018. We continue to expand our team with additional consultants and advisors. By the end of October 2017, we completed an IP survey at Copper King to define additional exploration drill targets. Our goal is to build upon the known historical Copper King resource and move the project towards pre-feasibility. The price of copper has been on a continued up-trend in 2017, and this adds to the project's potential economics.

Corporate Operating Highlights

As we moved into 2017, U.S. Gold Corp. completed its merger with Dataram Corporation, and now is a public company, trading on The NASDAQ Capital Market under the new symbol "USAU". We are pleased to be a publicly traded company, and we look forward to keeping our shareholders and other potential investors updated with our progress as we advance our exploration and development programs. Our autumn 2017 exploration programs at Keystone and Copper King are moving into high gear.

We have brought on a new, experienced Board of Directors to help us manage our transition to a publicly traded company. We successfully held our annual Shareholders Meeting in July 2017, and all the proposals described in the proxy statement passed. In October 2017, we announced the sale of our legacy subsidiary, Dataram Memory, to focus exclusively on gold exploration. U.S. Gold Corp. is currently debt-free with a solid balance sheet. We feel our capitalization table is attractive with just over 14 million shares issued and outstanding.

Gold: Safe Asset in Geopolitical and Economic Uncertainty

All of us at U.S. Gold Corp. believe that it is an excellent time to be a shareholder of a gold exploration company. Geopolitical risks abound around the world – from North Korea to the Middle East, European politics and American political gridlock – and the only thing that is certain is that there are more and more uncertainties. The sad fact is that many of the Western world's governments are effectively bankrupt. Central Banks around the globe have printed massive amounts of paper money through quantitative easing programs. Many challenges are just over the horizon, potentially including the eventual unwinding of Central Bank QE, rising interest rates, declining auto sub-prime loans and a looming student loan crisis. When you combine this with the aging demographics of many Western nations, it is clear that entitlement benefits have spiraled out of control and are in need of serious reform.

U.S. Gold Corp. believes in gold. Fiat currencies have not maintained purchasing power over longer historical time frames. We believe we might be on the verge of a new bull market in exploration companies, and U.S. Gold Corp. is well-positioned to deliver shareholder value to all of our loyal investors. We welcome you as shareholders to participate in the potentially significant rewards of building a successful gold exploration company. Watch our news releases closely in the future, and feel free to reach out to us personally anytime.

We know it has been a challenging time for many investors in the junior exploration sector and U.S. Gold Corp specifically. Gold exploration is a highly risky business, but the potential rewards can be substantial if a discovery is found. Our entire team is working daily as hard as we can, with a sole focus of moving towards exploration success. On behalf of the entire management team and Board of Directors, we would like to thank you for your support and patience as we continue to advance the company.

Sincerely yours,

U.S. Gold Corp.

Edward Karr

Edward Karr

Chairman, President & CEO

For more information, I encourage you to contact the Company, at ir@usgoldcorp.gold or visit the web site at www.usgoldcorp.gold

U.S. Gold Corp. periodically sends news via email to its shareholders and interested investors. If you would like to receive these communications, please sign up to receive U.S. Gold Corp. news releases at: <http://ir.usgoldcorp.gold/>

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 Southeast Wyoming and has a historical Preliminary Economic Assessment (PEA) that was done by Mine Development Associates in 2012 for Strathmore Minerals Corporation. Keystone and Gold Bar North are exploration properties located on the Cortez trend in Nevada, identified and consolidated by Dave Mathewson. For more information about U.S. Gold Corp., please visit www.usgoldcorp.gold

Safe Harbor

Certain statements in this shareholder letter are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimated,” and “intend,” among others. These forward-looking statements are based on U.S. Gold Corp.’s current expectations, and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, risks arising from: changes in the price of gold and mining industry cost inputs, environmental and regulatory risks, risks faced by junior 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 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:

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US Gold Corp. (NASDAQ: USAU) is a publicly traded, U.S.-focused gold exploration and development company advancing high-potential projects in Nevada and Wyoming. U.S. Gold Corp. has a portfolio of development and exploration properties. Copper King is located in southeast 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 expert geologist Dave Mathewson.

Company Statistics

Stock Symbol: USAU (NASDAQ)
 State of Incorporation: Nevada
 Price: \$1.16 (11/01/17)
 52-Week Range: \$1.10 – \$5.66
 Avg. Daily Volume (90 day): 191,656
 Shares Outstanding: 14.1 million
 Market Cap: \$16.3 million
 Non-Affiliated Public Float: 13 million

*1-for-4 Reverse Stock Split as of May 8, 2017
 Price and volume quotes from Yahoo! Finance and other reliable sources

Recent Highlights

- Announced disposition of Dataram Memory Corp.
- Consummated public offering of common stock
- Keystone scout drilling reports are favorable – plans for additional Autumn drill program
- Copper King project update: exploration and permitting underway, geophysical survey shows additional exploration potential
- Acquired Gold Bar North Property in July 2017; adjacent to Keystone asset and offers 49 unpatented lead mining claims
- Staked 102 additional claims at Keystone project to significantly expand the Nevada gold exploration project

Investment Highlights

- Development Package — Exciting combination of a later-stage development asset and exploration with blue-sky potential
- Proven Team — Top-quality management and advisory team with pedigrees of developing renowned gold projects
- Debt Free — U.S. Gold Corp. is debt free; rare in the gold development and exploration space
- High Upside — Large growth potential for the current resource and valuation upside based on market comps
- U.S. Gold Corp. completed a \$11.92 million equity offering in October 2016
- U.S. Gold Corp. completed a \$2.5 million public equity offering in October 2017
- U.S.-based company, listed on a major U.S. exchange (NASDAQ) with US properties

Investment Catalysts

Market Opportunity

A historic Preliminary Economic Assessment (PEA) completed by Mine Development Associates (MDA) in 2012 for Copper King showed measured, indicated, and inferred resources of 1.1 million ounces of gold and 300 million pounds of copper. The company believes the projects are economically viable and will generate strong capital appreciation for its shareholders. Keystone Gold District's initial target is >1 million ounces of gold, and project potential is >10 million ounces of gold. The Keystone Gold District has a large mining and processing infrastructure that include numerous 20-million-ounce gold deposits. Nevada has already produced more than 245 million ounces of gold.

Exploration Asset — Keystone Project — Nevada

The Keystone project is located on the prolific Cortez Gold Trend, one of the world's most highly prospective mineral trends, and the company believes has the potential for major upside. Over the past 50 years, the Cortez and Carlin trends in Nevada have produced more than 245 million ounces of gold, according to USGS statistics.

- ❖ North Central NV property located next to some of the biggest mines in North America
- ❖ District-scale opportunity with multiple and major gold deposit discovery characteristics
- ❖ Located on the prolific Cortez Gold Trend, one of the world's most highly prospective mineral trends
- ❖ Ten miles south of Barrick's Cortez Hills Mine Complex
- ❖ Project identified and recently consolidated by Nevada exploration geologist Dave Mathewson, a founder of Gold Standard Ventures, who helped discover its Railroad project
- ❖ Strong, widespread gold and pathfinder soil and rock geochemistry, especially arsenic and zinc, indicate a very large epithermal gold system is present
- ❖ Systematic modern-day, model-driven exploration has never been conducted on the property
- ❖ A district-wide, 1,600-station, detailed gravity survey completed and interpreted
- ❖ Keystone's property position is 650 claims, approximately 20 square miles (>12,000 acres) and 100 percent controlled by the company



Near Term Production Potential — Copper King Project — Wyoming

The Copper King project is an advanced-stage gold and copper exploration and development project located in southeast Wyoming, 20 miles west of Cheyenne. This project is located entirely on state land, making for an easier permitting process and more affordable annual leases. There has been extensive historical exploration of the Copper King Project. Since 1938, at least nine historic drilling campaigns by seven companies plus the U.S. Bureau of Mines have been conducted, with drilling by five different operators since 1970 confirming the mineralization.

Management

Edward Karr, President & CEO

Edward Karr is the founder of several investment management and investment banking firms based in Geneva, Switzerland, and has been active in the natural resource industry for years. Mr. Karr was a founder and currently serves on the board of directors of Pershing Gold Corp. (NASDAQ: PGLC). Mr. Karr is a director and chair of the Audit Committee of Levon Resources (TSX: LVN). In 2004, Futures magazine named Mr. Karr as one of the world's top traders. He is a past contributor to CNBC and has been quoted in numerous financial publications. Mr. Karr worked for Prudential Securities in the United States and has been in the financial services industry for over 20 years.

Luke Norman, Co-Founder & Corporate Development

Luke Norman is a seasoned growth executive with over 15 years of experience in venture capital markets. He has been responsible for direct capital raises in excess of \$300M. Mr. Norman began his capital markets career at Ord O'Connor Grieve, New Zealand, then worked for four years with Canaccord Capital Corp. before moving on to the private investment industry. In recent years, Mr. Norman has operated a consultancy company to the metals and mining industry. He co-founded Gold Standard Ventures Corp., a gold exploration company listed on both the TSX-V and NYSE markets. Additionally, Mr. Norman co-founded and was formerly a director of Stratton Resources Inc.

Dave Mathewson, Head of Nevada Exploration

Dave Mathewson is a geologist-explorer with 35 years of exploration experience in Nevada alone. Notable discoveries made while head of Newmont Nevada's Exploration team from 1989 through 2001 include Tess, Northwest Rain, Saddle, and South Emigrant in the Rain mining district. From 1999 to 2001, a Mathewson-led team made important deposit extension discoveries at Newmont's Gold Quarry and Mike deposits. Most recently, his work at Gold Standard Ventures led to the consolidation of the Railroad-Pinion district and the North Bullion and Bald Mountain discoveries.

Neil Whitmer, Operations Manager

Mr. Whitmer joined Gold Standard Ventures in 2012. He advises Gold Standard in operational and regulatory matters relating to acquisition, due diligence, title review, permitting, and maintenance of mineral and surface rights required to support exploration. He is experienced in land acquisition and lease agreements, as well as permitting projects on public and private property with state and federal agencies. He also enjoys going to the field and hitting the outcrops when time allows. Prior to joining Gold Standard, Mr. Whitmer practiced law in Colorado for four years. He acquired a Bachelor of Science degree in geology from Indiana University in 2002 and a Master of Science degree in geology from the University of Tennessee in 2005. He earned his Juris Doctorate from Michigan State University College of Law in 2008. Mr. Whitmer is admitted to practice law in Colorado and Nevada.

Investor Relations Contact:

Edward Karr, President & CEO

ir@usgoldcorp.gold
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Disclaimer: This fact sheet contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements are valid only as of today, and we disclaim any obligation to update this information. Actual results may differ significantly from management's expectations.

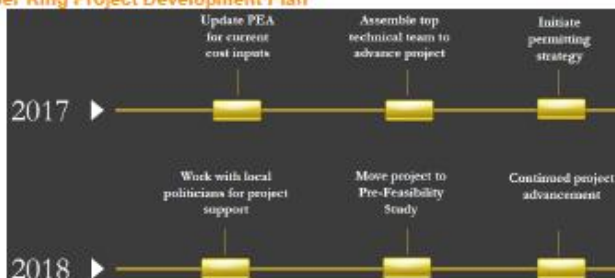
- Advanced exploration and development property
- Mining-friendly location in the Silver Crown Mining District of southeast Wyoming
- Historic NI 43-101 Technical Report and Preliminary Economic Assessment (PEA) prepared by Mine Development Associates in 2012 for Strathmore Minerals Corporation shows the following resource:
 - \$159.5 million Net Present Value (NPV) at \$1,100/oz. Au and \$3.00/lb. Cu**



Keystone Project Exploration Plan



Copper King Project Development Plan



Top Quality Management Team

The U.S. Gold Corp. team brings together some of the best in the industry. President and CEO Edward Karr has extensive history founding investment management and investment banking firms and has been active in the natural resource industry for years. Dave Mathewson is a geologist-explorer with 35 years of exploration experience in the state of Nevada. He made many notable discoveries, including Tess, Northwest Rain, Saddle, and South Emigrant in the Rain mining district, while he was the head of Newmont Nevada's Exploration team for over 20 years. Most recently his work at Gold Standard Ventures led to the consolidation of the Railroad-Pinion district and the North Bullion and Bald Mountain discoveries. Dave claims that the Keystone project is "one of the best exploration projects I have seen in my career." The rest of the management team brings solid experience in gold exploration and development as well as growth development.

CAUTIONARY NOTE TO U.S. INVESTORS CONCERNING MINERAL RESOURCES

We may use certain terms on this factsheet, such as "measured," "indicated," or "inferred" mineral resources, which are defined in Canadian Institute of Metallurgy guidelines, the guidelines widely followed to comply with Canadian National Instrument 43-101—Standards of Disclosure for Mineral Projects ("NI 43-101"). We advise U.S. investors that these terms are not recognized by the United States Securities and Exchange Commission (the "SEC"). The estimation of measured and indicated resources involves greater uncertainty as to their existence and economic feasibility than the estimation of proven and probable reserves under the SEC's disclosure rules. Under U.S. standards, mineralization may not be classified as a "reserve" unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Mineral resources that are not mineral reserves do not have demonstrated economic viability. U.S. investors are cautioned not to assume that measured or indicated mineral resources will be converted into reserves. Inferred mineral resources have a high degree of uncertainty as to their existence and their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource exists, or is economically or legally viable. Under Canadian rules, estimates of "inferred mineral resources" may not form the basis of feasibility studies, pre-feasibility studies or other economic studies, except in prescribed cases, such as in a preliminary economic assessment under certain circumstances. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC standards as in place tonnage and grade without reference to unit measures. The estimates contained in the document above are not recognized by the United States Securities and Exchange Commission. Amounts shown reflect the estimated in situ resource and do not include adjustments for metal recoveries. The above resource estimate was prepared on behalf of a predecessor owner in 2012 and may not be consistent with an estimate prepared using current metals prices.

