
**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

November 21, 2019
Date of Report (Date of earliest event reported)

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
(I.R.S. Employer
Identification Number)

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

(800) 557-4550
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock	USAU	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

U.S. Gold Corp. (the “Company”), from time to time, intends to present and/or distribute to the investment community and utilize at various industry and other conferences a slide presentation, which is attached hereto as Exhibit 99.1. The Company undertakes no obligation to update, supplement or amend the materials attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by reference in such a filing.

Item 8.01 Other Events.

On November 21, 2019, the Company issued a press release announcing inclusion of the Maggie Creek exploration project on the Carlin Trend in Nevada on its corporate website. A copy of the press release is attached as Exhibit 99.2 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	<u>Slide Presentation of U.S. Gold Corp. dated November 2019 (furnished herewith pursuant to Item 7.01).</u>
99.2	<u>Press Release dated November 21, 2019</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.

Date: November 21, 2019

U.S. GOLD CORP.

By: */s/ Edward M. Karr*

Edward M. Karr, Chief Executive Officer



U.S. focused gold exploration and development company
advancing high potential projects in Wyoming and Nevada



Nasdaq : USAU

Maggie Creek - November 2019

Forward Looking Statements

TERMS OF USE AND DISCLAIMER - This presentation is being provided for the sole purpose of providing the recipients with background information about

U.S. Gold Corp. ("U.S. Gold"). U.S. Gold Corp. has made reasonable efforts to ensure that the information contained in this presentation is accurate as of the date hereof, however, there may be inadvertent or unintentional errors. No representation, warranty or guarantee, express or implied, is made as to the fairness, accuracy, completeness or correctness of information contained in this presentation, including the accuracy, likelihood of achievement or reasonableness of any forecasts, prospects, results or statements in relation to future matters contained in this presentation. The views and information provided herein are based on a number of estimates and assumptions that are subject to significant exploration, business, economic, regulatory and competitive uncertainties. See "Forward Looking Statements" below. U.S. Gold Corp. is not liable to any recipient or third party for the use of or reliance on the information contained in this presentation. This presentation provides information in summary form only, is not intended to be complete and does not constitute an offer to sell or the solicitation of an offer to buy any security. It is not intended to be relied upon as advice to investors or potential investors and does not constitute a personal recommendation or take into account the investment objectives, financial situation or needs of any particular investor. U.S. Gold Corp. is not acting as agent or advisor and encourages the use of independent consultants, as necessary, prior to entering into transactions.

FORWARD LOOKING STATEMENTS - Except for the statements of historical fact contained herein, the information presented constitutes "forward-looking statements" within the meaning of Canadian and United States securities and other laws. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "aims", "anticipates", "will", "projects", or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events, results or conditions "may", "could", "would", "might" or "will" be taken, occur or be achieved. By their very nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond our control. Forward looking statements are based on the opinions and estimates of management at the date the statements are made, as well as a number of assumptions made by, and information currently available to, U.S. Gold Corp. concerning, among other things, anticipated geological formations, potential mineralization, future plans for exploration and/or development, potential future production, drilling exposure, and exploration budgets and timing of expenditures, all of which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievement of U.S. Gold Corp. to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual results to vary materially from results anticipated by such forward looking statements include, among others, risks related to the Company's limited operating history, current and future exploration activities, the Company's need for significant additional capital, changes in government legislation, changes in ownership interest in a project, conclusions of economic evaluations, changes in project parameters as plans continue to be refined, future prices and volatility of gold, silver and other metals, environmental risks and hazards, infrastructure and/or operating costs, labor and employment matters, availability of financing, permitting availability, government regulation, changes in equity markets, the uncertainties involved in interpreting geological data, the validity of the Company's title to its properties, increases in costs and exchange rate fluctuations, the Company's dependence on key personnel, as well as those factors discussed in the sections "Cautionary Statement Regarding Forward Looking Statements", "Risk Factors" and elsewhere.

Although U.S. Gold Corp. has attempted to identify important factors that could cause actual results to differ materially, there're other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. U.S. Gold Corp. disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable law. Accordingly, readers should not place undue reliance on forward-looking statements of U.S. Gold Corp. should be considered highly speculative. The following is a description of U.S. Gold Corp.'s sampling methodology, chain of custody, quality control and quality assurance procedures applicable to the Company's drill results contained in this Presentation, save and except for historical results.

Cautionary Note to U.S. Investors Concerning Mineral Resources

We may use certain terms on this website, 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.





Maggie Creek Overview

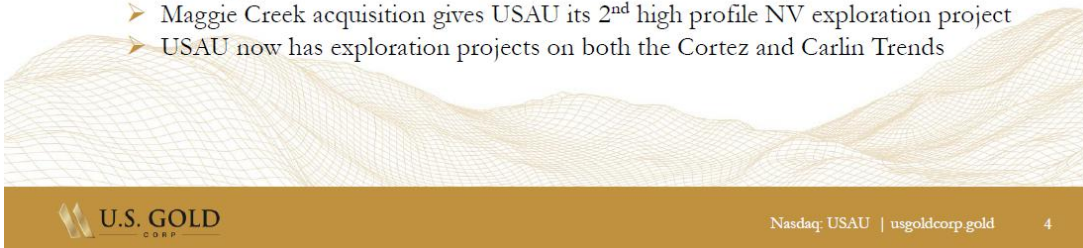
Discovering the next gold district on the
Carlin Trend, NV



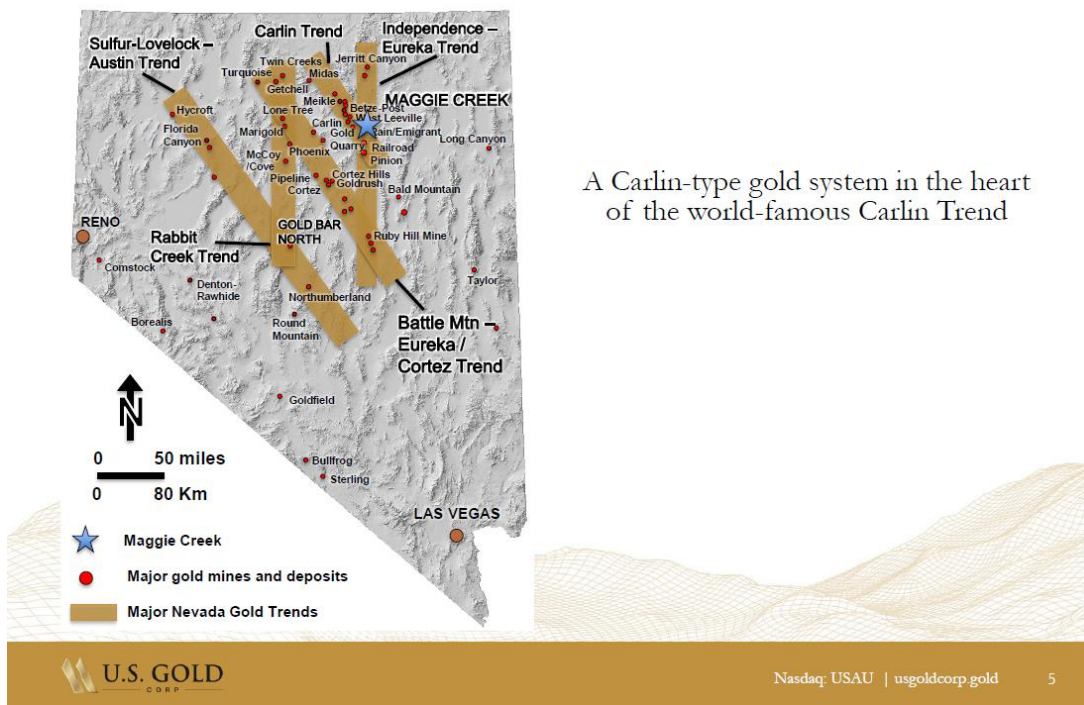
Nasdaq: USAU | usgoldcorp.gold

Maggie Creek Overview

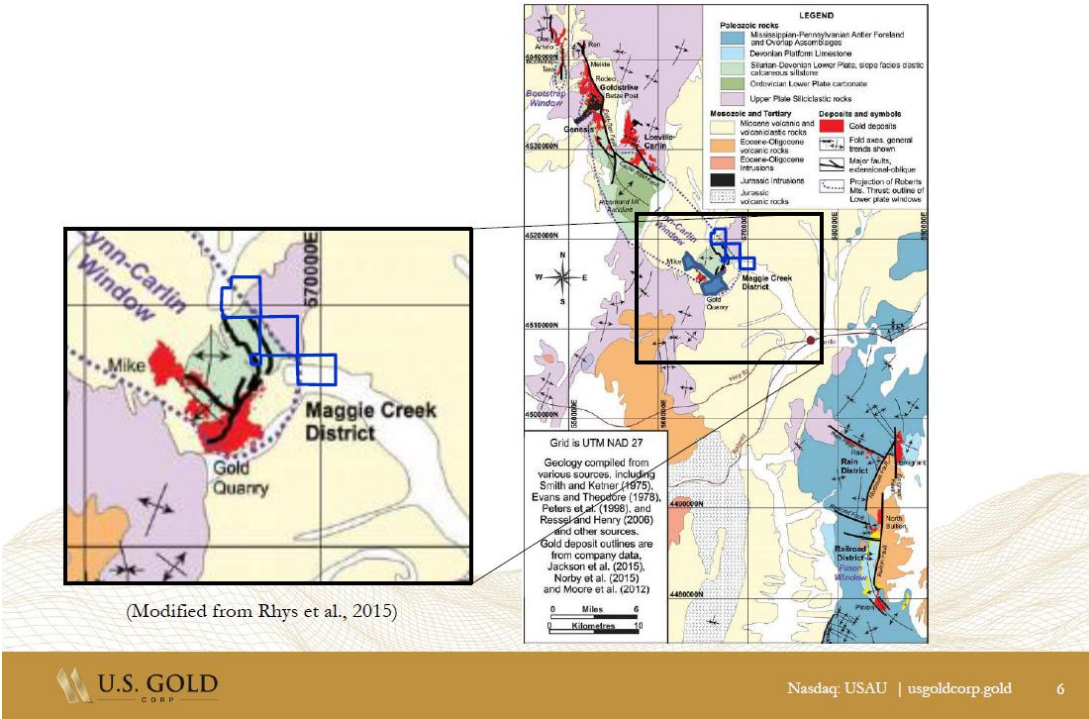
- U.S. Gold Corp. acquired Orevada Metals, Inc. through a share exchange in September, 2019
 - Orevada is a wholly own subsidiary of an Ontario corporation
 - The Ontario corporation is now a fully owned subsidiary of USAU
 - Orevada has an option to acquire the Maggie Creek claims
 - Orevada can earn up to a 70% interest in the Maggie Creek project from Renaissance Gold, Inc. (REN – TSX-V)
 - USAU issued 2mm shares to the prior Orevada shareholders to acquire the Maggie Creek project
 - Former shareholders of Orevada include some leading mining industry executives
- U.S. Gold Corp.'s option will allow it to earn up to 70% of approximately three square miles of unpatented mining claims in the heart of the world famous Carlin Trend
 - Maggie Creek acquisition gives USAU its 2nd high profile NV exploration project
 - USAU now has exploration projects on both the Cortez and Carlin Trends



Maggie Creek Location



Carlin Trend Map with Maggie Creek Gold claims



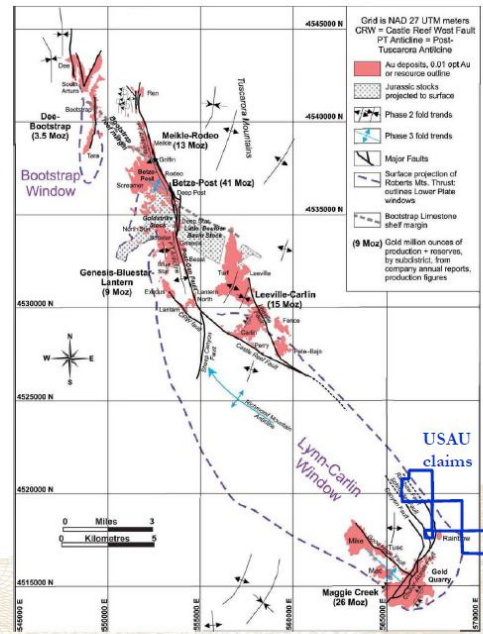
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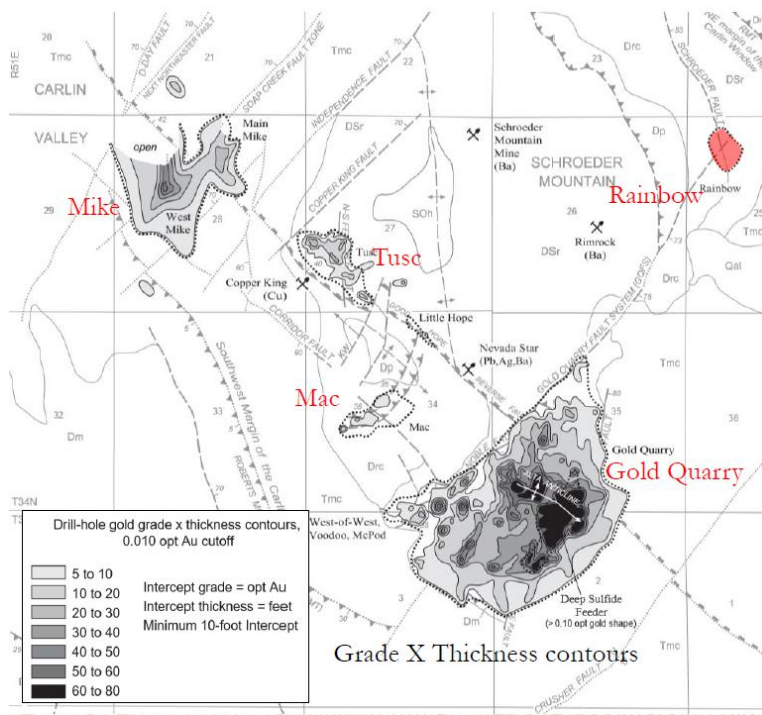
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Carlin Trend Map with Maggie Creek Gold claims

- The Maggie Creek Project lies on the eastern margin of the Lynn-Carlin window, adjacent to the giant Gold Quarry deposits (26M oz Au)
- Through Orevada, USAU has an option to acquire up to 70% of approximately three square miles of unpatented mining claims on the Carlin Trend



(Modified from Rhys et al., 2015)



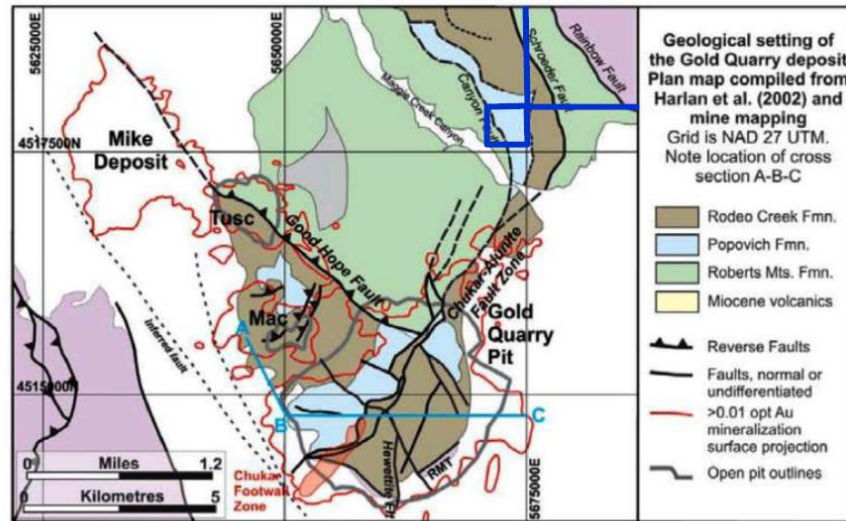
Rainbow Mineral Inv. 2.3 Mt @ 0.72 g/t Au

- Newmont 1980s Reported in NBMG Bulletin 111
- Deposit is Carlin-type, hosted in lower plate units Drc and DSr, NW structural control along Schroeder fault, near SE margin of Lynn-Carlin Window

(Modified from Harlan et al., 2002, NBMG Bull. 111)

- Lower plate rocks comprising the Roberts Mountains Formation, Popovich Formation, and Rodeo Creek Unit are structurally emplaced along a northwest structural corridor containing the Roberts Mountains thrust, folds, and high angle normal and oblique-slip faults

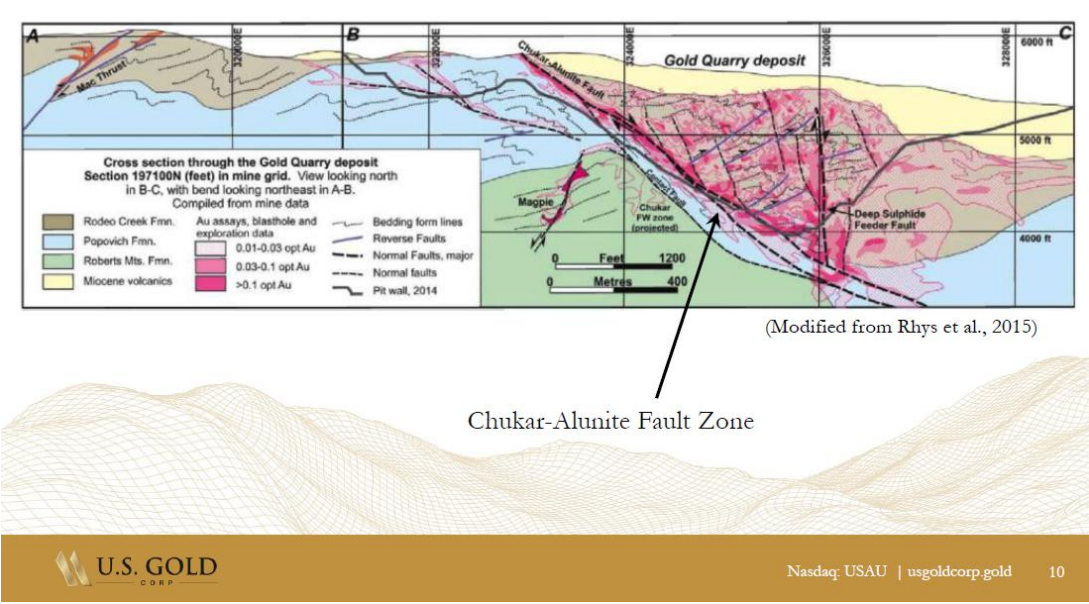
USAU claims



(Modified from Rhys et al., 2015)

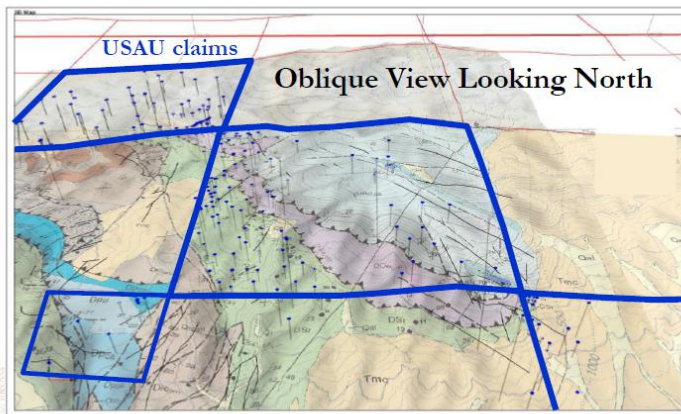
A favorable Carlin-type environment:

The Chukar-Alunite Fault Zone, a major ore control at Gold Quarry, projects into the Maggie Creek property, where it intersects the northwest structural corridor



Historical Drilling

- 241 Drill Holes - Total
 - 21 Drill Holes > or = 1000 feet
 - 184 Drill Holes < or = 500 feet
- Deepest Hole 2445 feet, Newmont 1994

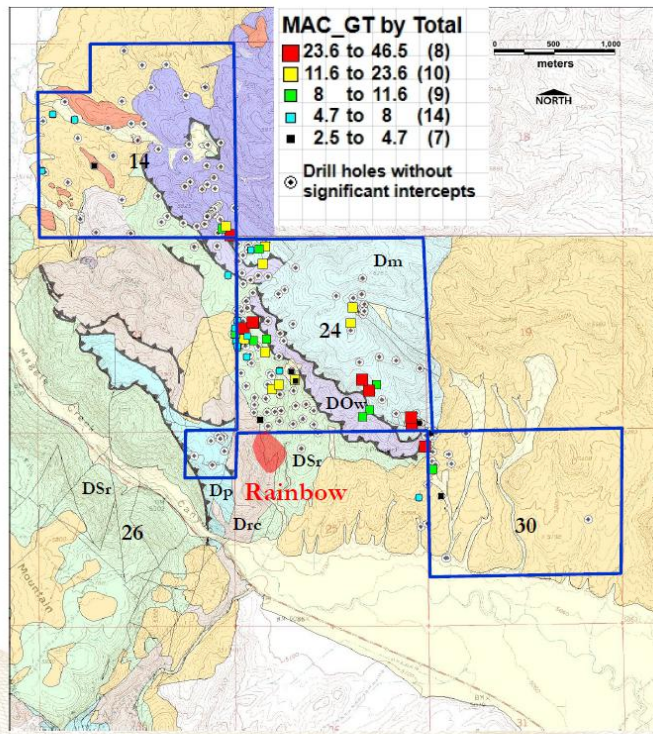
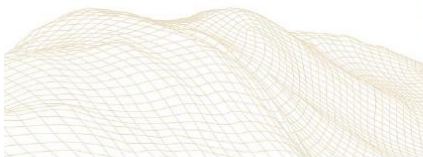


(Geology: South part – Norby, 2004
North part – Barrick, 1990)

smf	Surface mine facilities	Not shown on plate 1 cross sections
QUATERNARY DEPOSITS		
Qal	Alluvium	
Qla	Landslide deposits	
Qc	Colluvium deposits	
MIOCENE IGNEOUS AND SEDIMENTARY ROCKS		
Tmc	Carlin Formation	
Eocene IGNEOUS ROCKS		
Tdl	Dacite lavas	
Ted	Volcaniclastic tuff and mudstone at base of dacite lavas	
Tdr	Rhyolite dikes	
IGNEOUS ROCKS OF UNDETERMINED AGE		
IX	Dikes	
JURASSIC IGNEOUS ROCKS		
Jg	Granodiorite and quartz diorite of the Goldstrike, Little Boulder Basin, and Vivian intrusions, and related dikes and smaller bodies	
PALEOZOIC SEDIMENTARY ROCKS		
Dw	Western siliceous assemblage	
Dwsp	Pebble conglomerate	
thrust		
Dm	Marys Mountain sequence	
Roberts Mountains thrust		
Drc	Rodoc Creek unit	
Dp	Popovich Formation	
Dlb	Bootstrap limestone	
DR	Roberts Mountains Formation, undifferentiated	
DR-1		
DR-4		
DRH	Hanson Creek Formation	
Qe	Eureka Quartzite	

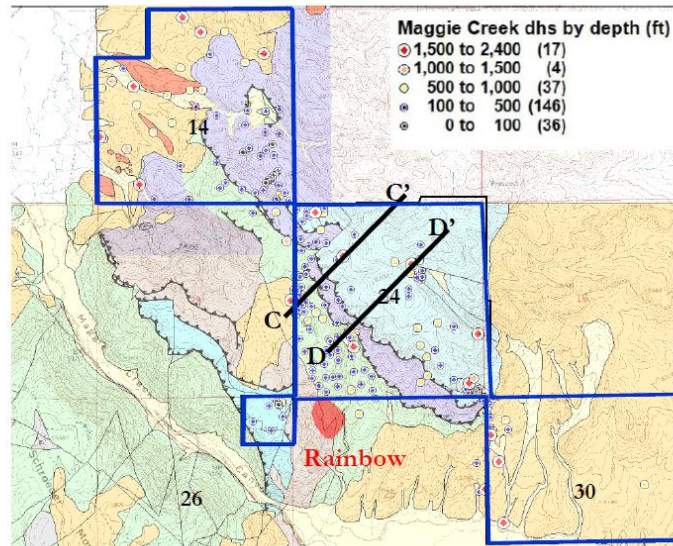
Grade-Thickness Map (g/t x ft.) showing northwest trend of mineralization in Sec. 24

- Much of the drilling in Section 24 intersects Au mineralization in shallow (~300 feet) holes in western half – largely untested at depth
- Mostly shallow drilling in Sec. 14 along strike to northwest
- Drilling in northwest part of Section 30 indicates depth to bedrock increases but underground targets are untested along strike

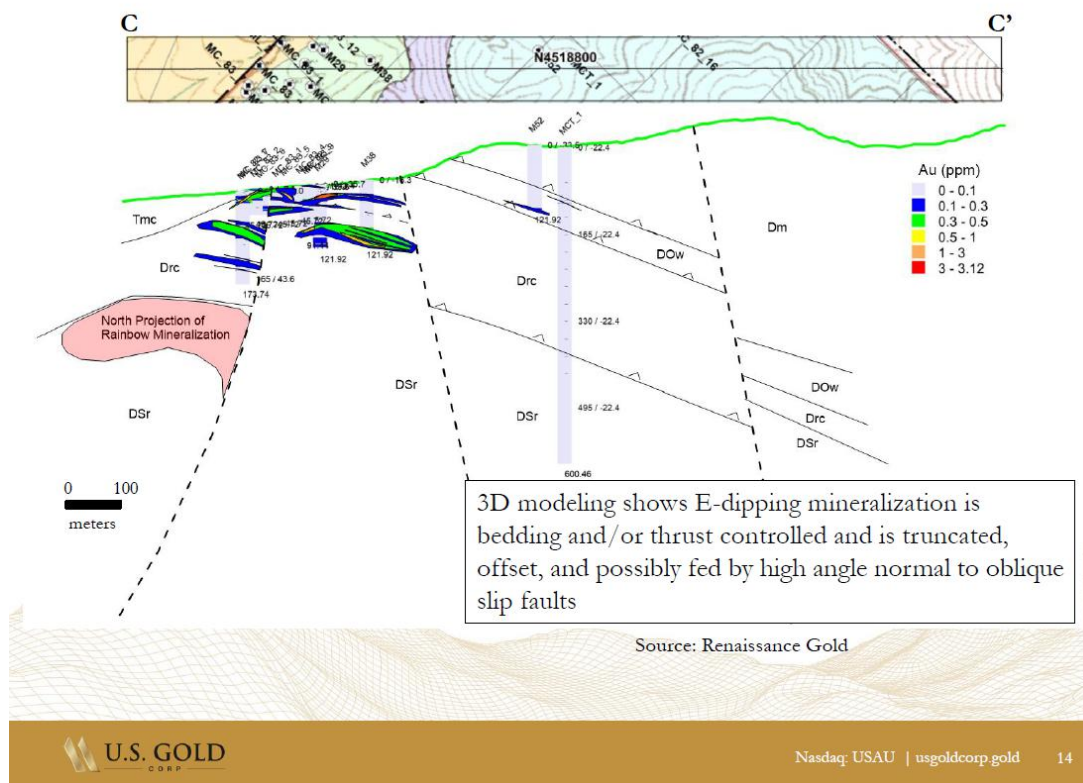


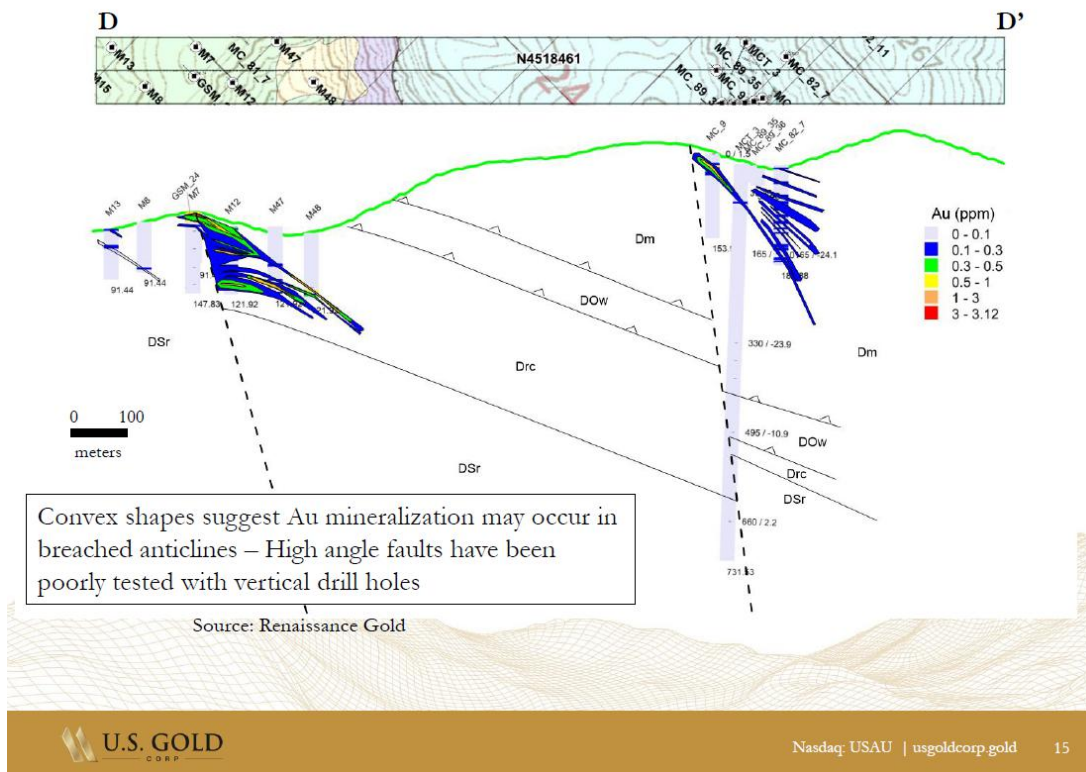
Drill Hole Location Map

- 240 total drill holes
- 26 intercepts > 1 g/t Au
- 110 intercepts > 0.5 g/t Au
- Mostly vertical
- Mostly RC
- Avg DH depth: 432 feet
- Mean DH depth: 300 feet
- Mineralization in lower and upper plates

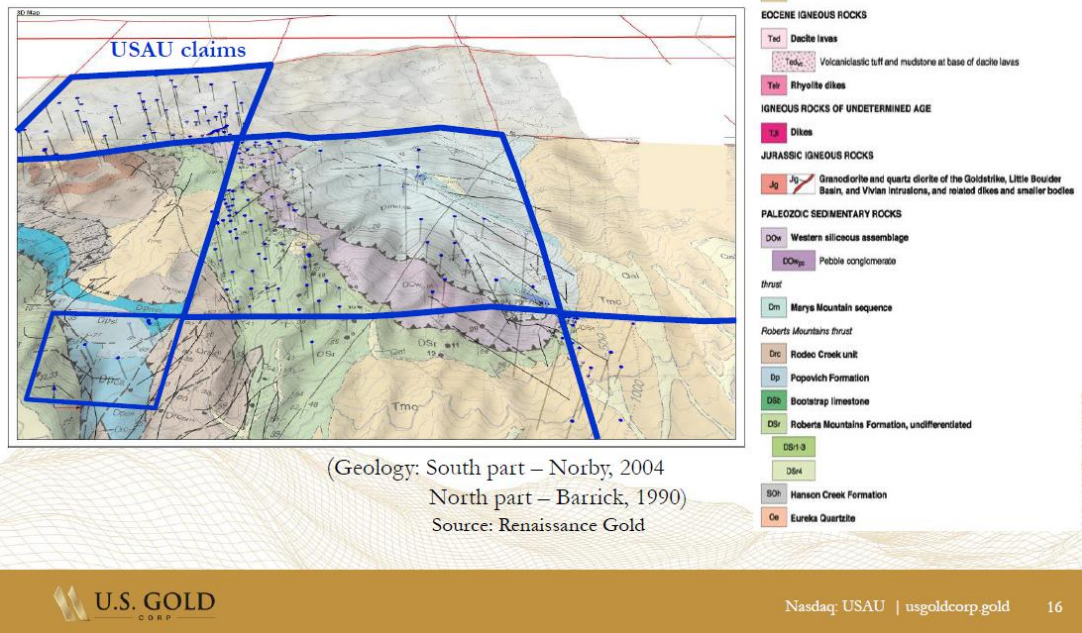


Source: Renaissance Gold





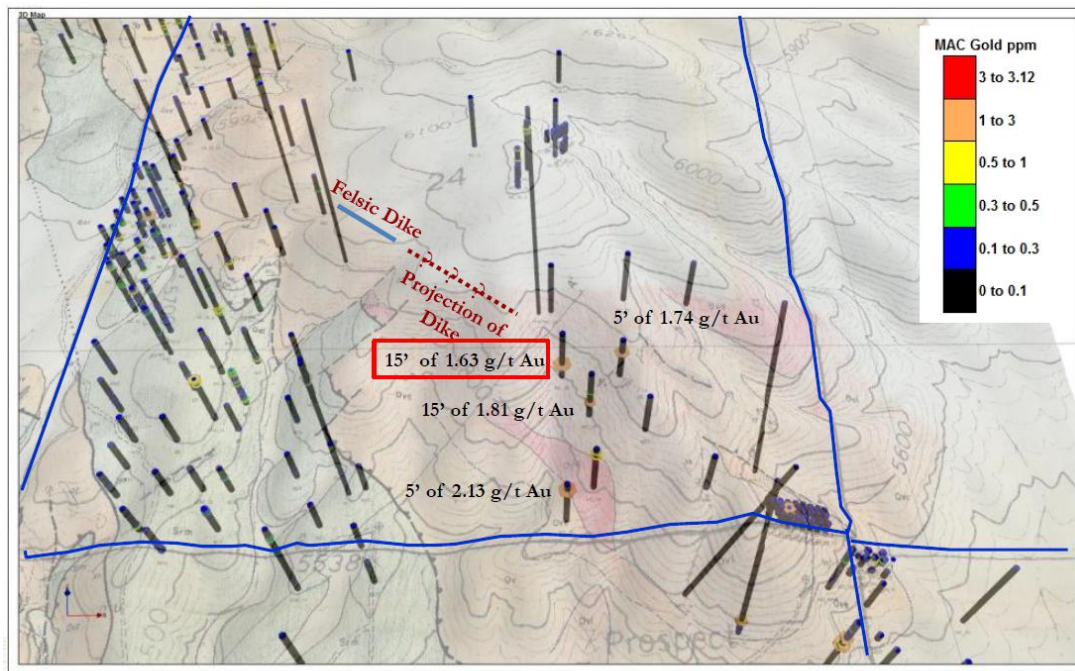
➤ Overview of Geology and Drill holes – Oblique View
Looking North



Felsic dike in limestone, strike N50W subvertical

- Diking has been potentially under- or unrepresented in historical mapping
- The relationship between Gold mineralization and diking is not well understood, but this dike projects southeast into and area of drilled mineralization (see next slide)





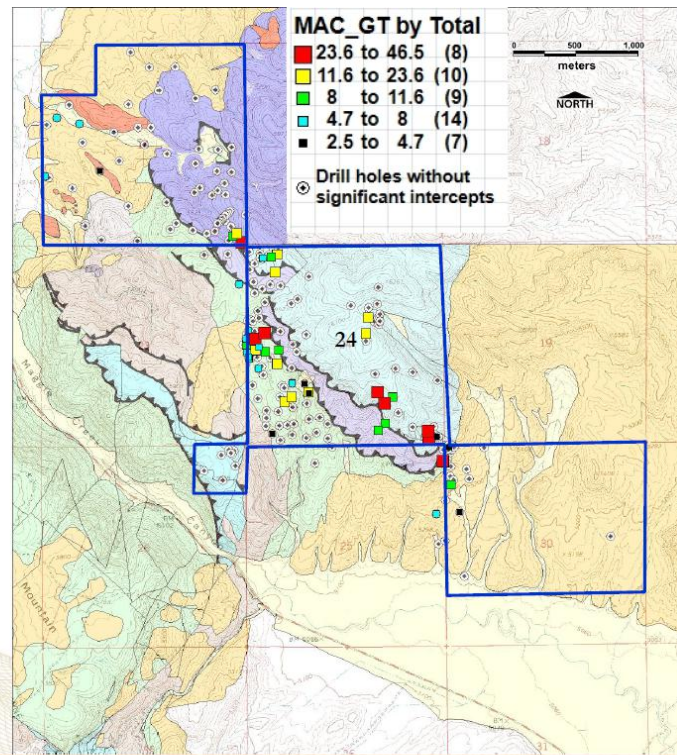
Source: Renaissance Gold

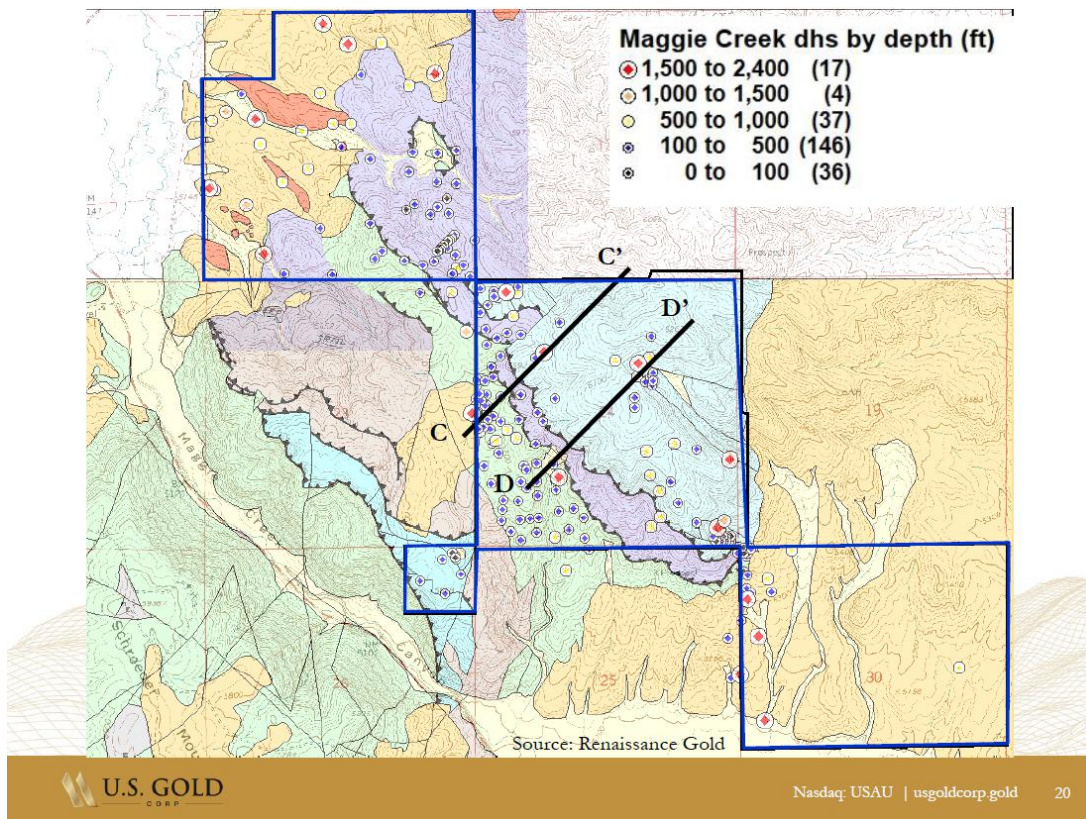
15' of 1.63 g/t Au in granodiorite

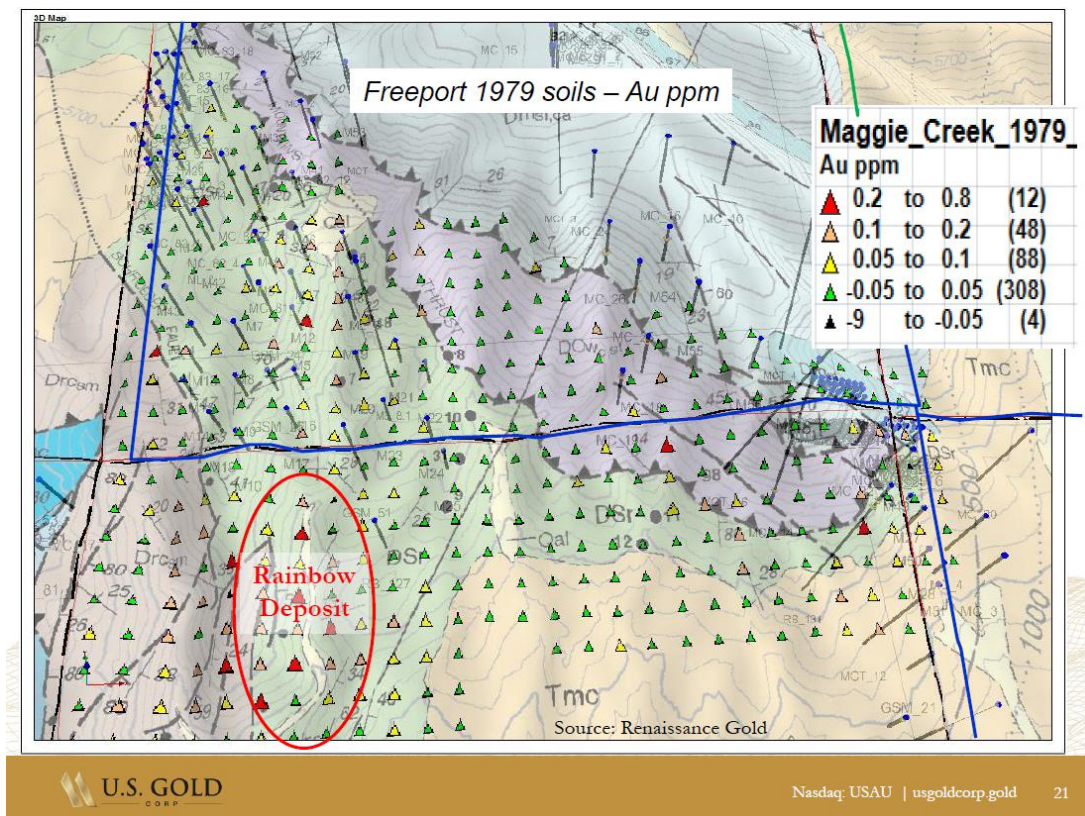
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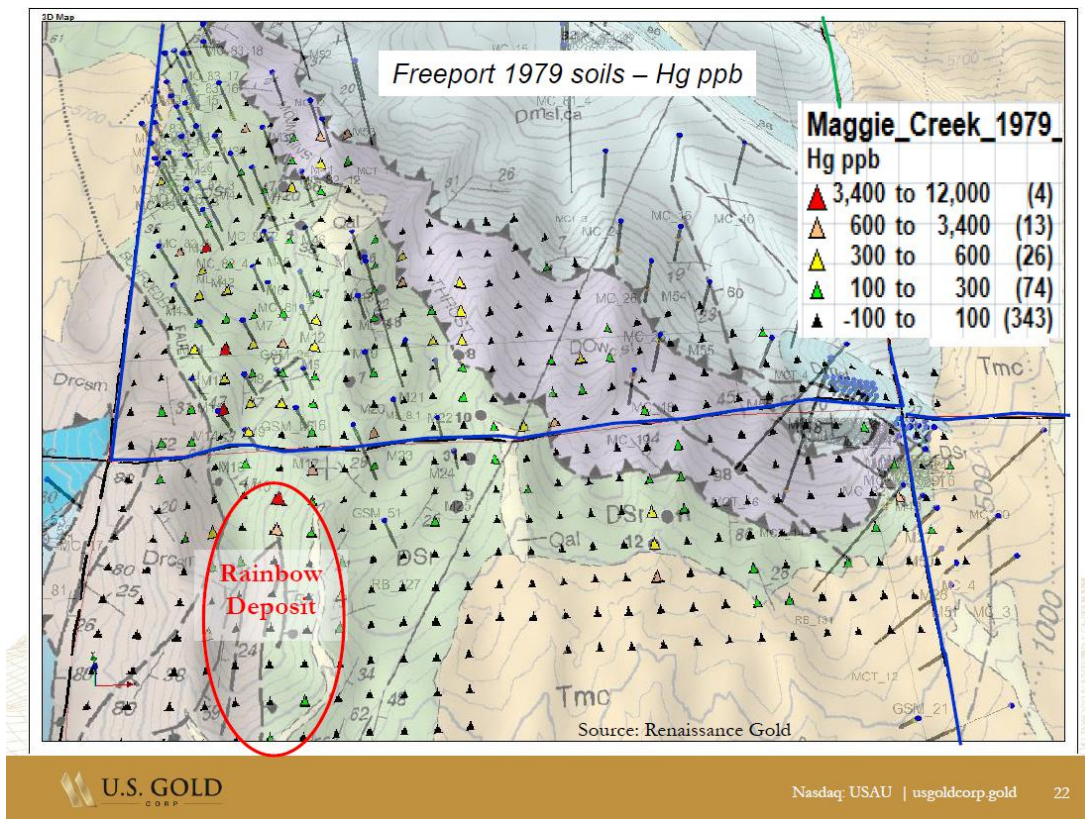
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- Mostly shallow drilling in Sec. 14 along strike to northwest

Source: Renaissance Gold



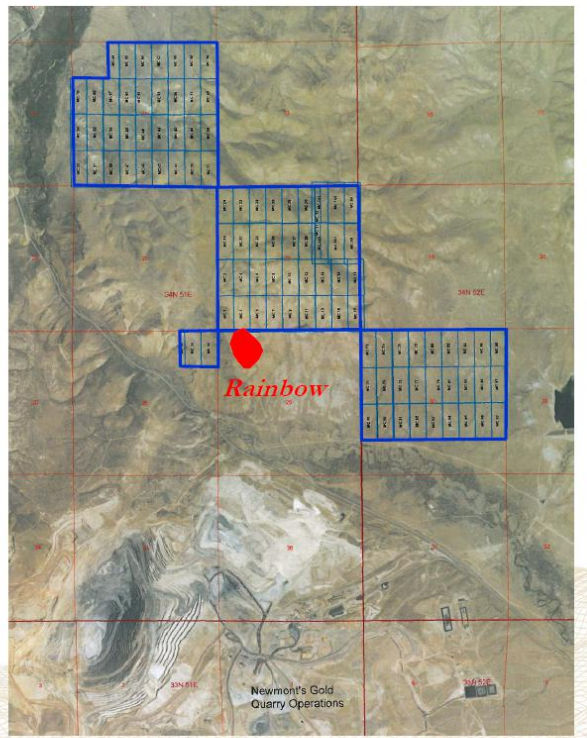






Summary

- Option to acquire up to 70% of approximately three square miles of unpatented mining claims on the Carlin Trend next to the giant Gold Quarry deposits (26 M oz Au)
- Classical structure and stratigraphy that hosts the majority of Au ounces on the Carlin Trend
- Numerous ore grade and anomalous Au intercepts in historical drilling
- Mostly shallow, vertical holes
- Target opportunities beneath and adjacent to shallow intercepts



DEVELOPMENT PACKAGE

Exciting combination of a later stage development asset and exploration blue sky potential

PROVEN TEAM

Top quality management and advisory team with pedigrees of developing renowned gold projects

U.S. COMPANY

U.S. Gold Corp. is a US based company, listed on a major US Exchange – NASDAQ, with US based properties

HIGH UPSIDE

Large growth potential for the current resource and valuation upside based on market comps

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1910 E Idaho St,
Elko, NV 89801





U.S. Gold Corp. Announces a new Maggie Creek section on its website

2nd high potential Nevada exploration project on the Carlin Trend

ELKO, NV, November 21, 2019 – U.S. Gold Corp. (NASDAQ: USAU) is pleased to announce it has updated its corporate website to include a section on the Maggie Creek exploration project on the Carlin Trend in Nevada. U.S. Gold Corp. previously announced the acquisition of Orevada Metals, Inc., which holds the right to earn up to a 70% interest in the Maggie Creek project.

The new Maggie Creek section of the USAU website can be seen at:

www.usgoldcorp.gold/properties/maggie-creek

The Maggie Creek presentation can be viewed at:

www.usgoldcorp.gold/properties/maggie-creek/ppt

The option to earn in up to 70% of the Maggie Creek Property gives U.S. Gold Corp. its second Nevada high-potential exploration project. The Maggie Creek Project is located in the heart of the Carlin Trend, immediately adjacent to Newmont Goldcorp's (NYSE: NEM) 26-million-ounce Gold Quarry mine. The Project occurs along the northeast projection of the Gold Quarry fault zone, which is an important mineralizing control at the Gold Quarry mine indicating significant potential to discover Carlin style gold deposits in one of the world's most sought-after gold districts. The recent discoveries at Carlin (Leeville) and Gold Quarry (Chukar) demonstrate the potential for high-grade deposits at depth – mostly untested at Maggie Creek. Newmont's Rainbow deposit occurs immediately south of the Maggie Creek project boundary.

Edward Karr, U.S. Gold Corp. President & CEO comments, "We all believe Maggie Creek has significant discovery potential. The numerous gold showings within classical stratigraphy and structure that hosts the majority of gold ounces in the Carlin Trend are evident. The same host rocks and fault structures associated with the Gold Quarry Mine potentially extend onto the property, while the Chukar-Alunite Fault structure, driving the high-grade mineralization at Gold Quarry, projects into the Maggie Creek Property where it intersects the NW structural corridor, creating high priority drill targets. Our exploration team and leading consultants are currently interpreting all the historic drilling and exploration work previously done. Our exploration drilling will initially test mineralized gold horizons that are projected to down dip into district-scale structures. These structures are part of a set of structures that focus large gold deposits that includes not only the Gold Quarry deposit, but the 41 million-ounce Betze-Post deposit and the 15 million-ounce Leeville-Carlin deposit within the district. Historic drilling at Maggie Creek has been relatively shallow, with the mean depth of just 300 feet. We now know that the relationship between dikes and gold mineralization has not been historically well understood at Maggie Creek. However, all of the key ore zones at the South Arturo joint-venture between Premier Gold (PG-TSX) and Barrick Gold Corp. (GOLD – NYSE) occur where vertical dikes intersect the Rodeo Creek formation at depth. This will be the target of our near-term Maggie Creek exploration plans."

Further updates about U.S. Gold Corp.'s Maggie Creek's exploration plans will be forthcoming.

About U.S. Gold Corp.

U.S. Gold Corp. is a publicly traded, U.S. focused gold exploration company. U.S. Gold Corp. has a portfolio of exploration properties. Copper King is located in Southeast Wyoming and has a Preliminary Economic Assessment (PEA) technical report, which was completed by Mine Development Associates. Keystone and Maggie Creek are exploration properties on the Cortez and Carlin Trends in Nevada. 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 from such statements. 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: the prevailing market conditions for metal prices and mining industry cost inputs, environmental and regulatory risks, risks faced by junior companies generally engaged in exploration activities, whether U.S. Gold Corp. will be able to raise sufficient capital to implement future exploration programs, 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 makes no representation or warranty that the information contained herein is complete and accurate and we have no duty to correct or update any information contained herein.

For additional information, please contact:

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www.usgoldcorp.gold
