

**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):

April 29, 2024 (April 26, 2024)

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)

22-1831409

(I.R.S. Employer
Identification Number)

1910 E. Idaho Street, Suite 102-Box 604 Elko, NV

(Address of principal executive offices)

89801

(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))

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

Title of each class

Common stock

Trading Symbol(s)

USAU

Name of each exchange on which registered

Nasdaq Capital Market

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 5.07 Submission of Matters to a Vote of Security Holders.

On April 26, 2024, U.S. Gold Corp. (the “Company”) held its Annual Meeting of Stockholders (the “Meeting”), at which the following proposals were voted upon:

- 1) Election of five (5) directors, Luke Norman, George Bee, Robert W. Schafer, Michael Waldkirch, and Johanna Fipke, to hold office until the next annual meeting of stockholders and until their successors are named and qualified or until their earlier resignation or removal.

	For	Withhold	Broker Non-Vote
Luke Norman	2,268,245	500,329	2,050,408
George Bee	2,726,214	42,360	2,050,408
Robert W. Schafer	2,714,050	54,524	2,050,408
Michael Waldkirch	2,692,792	75,782	2,050,408
Johanna Fipke	2,722,467	46,107	2,050,408

- 2) Ratification of the appointment of Marcum LLP as the Company’s independent registered public accounting firm for the fiscal year ending April 30, 2024.

	For	Against	Abstain
	4,724,133	53,378	41,471

Each of the proposals acted upon by the Company’s stockholders at the Meeting received a sufficient number of votes to be approved.

Item 9.01 Financial Statements and Exhibits.

- (d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated April 29, 2024.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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.

Date: April 29, 2024

By: /s/ Eric Alexander

Name: Eric Alexander

Title: Chief Financial Officer

U.S. Gold Corp. Announces Results of its 2023 Annual General Meeting of Shareholders***All Proxy Proposals Pass***

CHEYENNE, WY, April 29, 2024 – U.S. Gold Corp. (“U.S. Gold,” the “Company,” “we,” “our” or “us”) (Nasdaq: USAU), today announced the results of the Company’s annual shareholder meeting that was held virtually on April 26, 2024 at 9:00 AM MT.

The following proposals were approved by the Company’s shareholders at the meeting:

- Election of five directors (Luke Norman, George Bee, Robert Schafer, Michael Waldkirch and Johanna Fipke), to hold office until the next annual meeting of shareholders or until their respective successors have been duly elected and qualified; and
- Ratification on the appointment of Marcum, LLP as U.S. Gold’s independent registered public accountant for the fiscal year ending April 30, 2024.

Luke Norman, the Company’s Chairman, stated, “We are pleased that all the proxy proposals passed successfully at our Annual Shareholder Meeting. On behalf of U.S. Gold Corp., our Board and the entire management team, I would like to personally thank all of our shareholders for taking the time to vote and I look forward to working closely with our incoming Board and continuing to create value for our shareholders to move the Company forward in the advancement of our CK Gold Project in Wyoming and our exploration projects, the Keystone Project in Nevada and Challis Gold Project in Idaho. I would also like to thank Ms. Tara Gilfillan, who was not up for re-election, for her contributions to the Board during her tenure as a director.”

About U.S. Gold Corp.

U.S. Gold Corp. is a publicly traded, U.S.-focused gold and copper exploration and development company. U.S. Gold Corp. has a portfolio of exploration properties. Our CK Gold Project is located in Southeast Wyoming and has a Preliminary Feasibility Study technical report, which was completed by Gustavson Associates, LLC. Our Keystone exploration property is on the Cortez Trend in Nevada. Our Challis Gold Project is located in Idaho. For more information about U.S. Gold Corp., please <https://www.usgoldcorp.gold/>.

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this press release 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 include statements related to the advancement of our projects and our expectation to continue creating shareholder value. 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: market and other conditions, the prevailing market conditions for metal prices and mining industry cost inputs, environmental and regulatory risks, COVID-19 risks, changes in interpretations of geological, geostatistical, metallurgical, mining or processing information, risks faced by junior companies generally engaged in exploration activities, whether U.S. Gold Corp. will be able to raise sufficient capital to develop the CK Gold Project and implement future drilling programs, the success or failure of future drilling 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 undertakes no duty to correct or update any information contained herein.

For additional information, please contact:

U.S. Gold Corp. Investor Relations

+1 800 557 4550

ir@usgoldcorp.gold

www.usgoldcorp.gold
