

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

FORM 10-Q

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

For the quarterly period ended July 31, 2024
OR

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

For the transition period from _____ to _____

Commission file number: 001-08266

U.S. GOLD CORP.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of incorporation or organization)

22-1831409

(I.R.S. Employer Identification No.)

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

(Address of Principal Executive Offices)

89801

(Zip Code)

(800) 557-4550

(Registrant's Telephone Number, including Area Code)

(Former name, former address and former fiscal year, if changed since last report)

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 (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☒

Accelerated filer ☐

Smaller reporting company ☒

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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ Yes ☒ No

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock (\$0.001 par value): As of September 16, 2024, there were 10,732,277 shares outstanding.

U.S. GOLD CORP.
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FORWARD-LOOKING STATEMENTS

Some information contained in or incorporated by reference into this Quarterly Report on Form 10-Q (this “Form 10-Q”) may contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements include comments relating to the ability of available cash reserves at July 31, 2024, to be sufficient for greater than the next twelve months; U.S. Gold Corp.’s (the “Company,” “we,” “us,” or “our”) ability to continue as a going concern; expected vesting of options to purchase shares of the Company’s common stock and expected legal and accounting expenses to maintain compliance with the Sarbanes-Oxley Act of 2002 and the effect of these expenses on the Company’s profitability and our results of operations.

We use the words “anticipate,” “continue,” “likely,” “estimate,” “expect,” “may,” “could,” “will,” “project,” “should,” “believe” and variations of such words and similar expressions to identify forward-looking statements. Statements that contain these words discuss our future expectations and plans, or state other forward-looking information. Although we believe the expectations and assumptions reflected in those forward-looking statements are reasonable, we cannot assure you that these expectations and assumptions will prove to be correct. Our actual results could differ materially from those expressed or implied in these forward-looking statements as a result of the factors set forth in, or incorporate by reference in this report, including:

- deviations from the projections set forth in the prefeasibility study for the CK Gold Project due to unanticipated variations in grade, unexpected challenges with potential mining of the deposit, volatility in commodity prices, variations in expected recoveries, increases in projected operating or capital costs, or delays in our permitting plans;
- mining exploration and development risks, including risks related to regulatory approvals, operational hazards and accidents, equipment breakdowns, contractor disputes, contractual disputes related to exploration properties and other unanticipated difficulties;
- the strength of the world economies;
- competition in the gold and precious minerals mining industries;
- fluctuations in interest rates and inflation rates;
- changes in governmental rules and regulations or actions taken by regulatory authorities;
- future adverse legislation regarding the mining industry and climate change;
- the impact of geopolitical events and other uncertainties, such as the conflicts in Ukraine and the Middle East;
- our ability to maintain compliance with the Nasdaq Capital Market LLC’s (“Nasdaq”) listing standards;
- volatility in the market price of our common stock;
- our ability to fund our business with our current cash reserves based on our currently planned activities;
- our ability to raise the necessary capital required to continue our business on terms acceptable to us or at all;
- our expected cash needs and the availability and plans with respect to future financing;
- our ability to maintain the adequacy of internal control over financial reporting;
- adverse technological changes and cybersecurity threats;
- our ability to retain key management and mining personnel necessary to operate and grow our business successfully; and
- the factors discussed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended April 30, 2024 (“fiscal year 2024”).

Many of these factors are beyond our ability to control or predict. Although we believe that the expectations reflected in our forward-looking statements are based on reasonable assumptions, such statements can only be based on facts and factors currently known to us. Consequently, forward-looking statements are inherently subject to risks and uncertainties and actual results and outcomes may differ materially from the results and outcomes discussed in or anticipated by the forward-looking statements. These statements speak only as of the date of this Form 10-Q. Except as required by law, we are not obligated to publicly release any revisions to these forward-looking statements to reflect future events or developments. All subsequent written and oral forward-looking statements attributable to us and persons acting on our behalf are qualified in their entirety by the cautionary statements contained in this section and elsewhere in this Form 10-Q.

PART I: FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS

	July 31, 2024	April 30, 2024
ASSETS		
CURRENT ASSETS:		
Cash	\$ 3,380,667	\$ 5,574,278
Prepaid expenses and other current assets	748,336	948,833
Total current assets	4,129,003	6,523,111
NON - CURRENT ASSETS:		
Property, net	449,976	458,107
Reclamation bond deposit	1,134,329	1,159,329
Operating lease right-of-use asset, net	56,387	70,331
Mineral rights	14,370,255	14,370,255
Total non - current assets	16,010,947	16,058,022
Total assets	\$ 20,139,950	\$ 22,581,133
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 519,725	\$ 395,304
Operating lease liabilities, current portion	53,143	57,486
Total current liabilities	572,868	452,790
LONG- TERM LIABILITIES		
Warrant liability	5,666,050	3,916,900
Asset retirement obligation	315,375	307,657
Operating lease liabilities, less current portion	3,244	12,845
Deferred tax liability	430,486	430,486
Total long-term liabilities:	6,415,155	4,667,888
Total liabilities	6,988,023	5,120,678
Commitments and Contingencies		
STOCKHOLDERS' EQUITY :		
Preferred stock, \$0.001 par value; 50,000,000 shares authorized, no shares issued and outstanding as of July 31, 2024 and April 30, 2024	-	-
Common stock, \$0.001 par value; 200,000,000 shares authorized; 10,732,277 shares and 10,732,277 shares issued and outstanding as of July 31, 2024 and April 30, 2024	10,732	10,732
Additional paid-in capital	90,314,601	90,297,824
Accumulated deficit	(77,173,406)	(72,848,101)
Total stockholders' equity	13,151,927	17,460,455
Total liabilities and stockholders' equity	\$ 20,139,950	\$ 22,581,133

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended July 31, 2024	For the Three Months Ended July 31, 2023
Net revenues	\$ -	\$ -
Operating expenses:		
Compensation and related taxes - general and administrative	240,059	412,839
Exploration costs	712,085	841,541
Professional and consulting fees	652,489	1,345,962
General and administrative expenses	988,060	329,773
Total operating expenses	2,592,693	2,930,115
Loss from operations	(2,592,693)	(2,930,115)
Other income (loss):		
Gain from settlement of asset retirement obligation	-	6,075
Interest income	16,538	14,407
Change in fair value of warrant liability	(1,749,150)	14,950
Total other income (loss)	(1,732,612)	35,432
Loss before provision for income taxes	(4,325,305)	(2,894,683)
Provision for income taxes	-	-
Net loss	\$ (4,325,305)	\$ (2,894,683)
Net loss per common share, basic and diluted	\$ (0.40)	\$ (0.31)
Weighted average common shares outstanding - basic and diluted	10,732,277	9,295,837

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
 UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
 FOR THE THREE MONTHS ENDED JULY 31, 2024 AND 2023

	Common Stock \$0.001 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance, April 30, 2024	10,732,277	\$ 10,732	\$ 90,297,824	\$ (72,848,101)	\$ 17,460,455
Accretion of stock based compensation in connection with stock option grants	-	-	7,402	-	7,402
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	9,375	-	9,375
Net loss	-	-	-	(4,325,305)	(4,325,305)
Balance, July 31, 2024	<u>10,732,277</u>	<u>\$ 10,732</u>	<u>\$ 90,314,601</u>	<u>\$ (77,173,406)</u>	<u>\$ 13,151,927</u>
	Common Stock \$0.001 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount			
Balance, April 30, 2023	9,295,837	\$ 9,296	\$ 84,799,263	\$ (65,950,618)	\$ 18,857,941
Accretion of stock based compensation in connection with stock option grants	-	-	7,402	-	7,402
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	184,531	-	184,531
Net loss	-	-	-	(2,894,683)	(2,894,683)
Balance, July 31, 2023	<u>9,295,837</u>	<u>\$ 9,296</u>	<u>84,991,196</u>	<u>\$ (68,845,301)</u>	<u>\$ 16,155,191</u>

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Three Months Ended July 31, 2024	For the Three Months Ended July 31, 2023
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (4,325,305)	\$ (2,894,683)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	8,131	8,237
Accretion	7,718	6,744
Amortization of right-of-use asset	13,944	13,744
Stock based compensation	16,777	191,933
Amortization of prepaid stock based expenses	-	47,500
Gain from settlement of asset retirement obligation	-	(6,075)
Change in fair value of warrant liability	1,749,150	(14,950)
Changes in operating assets and liabilities:		
Prepaid expenses and other current assets	200,497	58,834
Reclamation bond deposit	25,000	12,174
Accounts payable and accrued liabilities	124,421	781,544
Operating lease liability	(13,944)	(13,744)
NET CASH USED IN OPERATING ACTIVITIES	(2,193,611)	(1,808,742)
NET DECREASE IN CASH	(2,193,611)	(1,808,742)
CASH - beginning of year	5,574,278	7,822,930
CASH - end of period	\$ 3,380,667	\$ 6,014,188
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

See accompanying notes to unaudited condensed consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JULY 31, 2024

NOTE 1 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Organization

U.S. Gold Corp., formerly known as Dataram Corporation (the “Company”), was originally incorporated in the State of New Jersey in 1967 and was subsequently re-incorporated under the laws of the State of Nevada in 2016. Effective June 26, 2017, the Company changed its name to U.S. Gold Corp. from Dataram Corporation. On May 23, 2017, the Company merged with Gold King Corp. (“Gold King”), in a transaction treated as a reverse acquisition and recapitalization, and the business of Gold King became the business of the Company. The Company is a gold and precious metals exploration company pursuing exploration and development properties. The Company owns certain mining leases and other mineral rights comprising the CK Gold Project in Wyoming, the Keystone Project in Nevada and the Challis Gold Project in Idaho. The Company has established an estimate of proven and probable mineral reserves under S-K 1300 at its CK Gold Project, where the Company is conducting exploration and pre-development activities, and all of its activities on its other properties are exploratory in nature.

The Company’s CK Gold property contains proven and probable mineral reserves and accordingly is classified as a development stage property, as defined in subpart 1300 of Regulation S-K promulgated by the Securities and Exchange Commission (“S-K 1300”). None of the Company’s other properties contain proven and probable mineral reserves and all activities are exploratory in nature.

Unless the context otherwise requires, all references herein to the “Company” refer to U.S. Gold Corp. and its consolidated subsidiaries.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and principles of consolidation

The accompanying interim unaudited condensed consolidated financial statements have been prepared by the Company in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”), the instructions to Form 10-Q, and the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) for interim financial information, which includes the unaudited condensed consolidated financial statements and presents the unaudited condensed consolidated financial statements of the Company and its wholly owned subsidiaries as of July 31, 2024. All intercompany transactions and balances have been eliminated. The accounting policies and procedures used in the preparation of these unaudited condensed consolidated financial statements have been derived from the audited financial statements of the Company for the fiscal year ended April 30, 2024, which are contained in the Form 10-K filed on July 29, 2024. The unaudited condensed consolidated balance sheet as of July 31, 2024 was derived from those financial statements. It is management’s opinion that all material adjustments (consisting of normal recurring adjustments) have been made, which are necessary for a fair financial statement presentation. Operating results during the three months ended July 31, 2024, are not necessarily indicative of the results to be expected for the fiscal year ending April 30, 2025 (“fiscal year 2025”).

Use of Estimates and Assumptions

In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet, and revenues and expenses for the period then ended. Actual results may differ significantly from those estimates. Significant estimates made by management include, but are not limited to, valuation of mineral rights, stock-based compensation, the fair value of common stock, valuation of warrant liability, asset retirement obligations and the valuation of deferred tax assets and liabilities.

Fair Value Measurements

The Company has adopted ASC 820, “Fair Value Measurements and Disclosures” (“ASC 820”), for assets and liabilities measured at fair value on a recurring basis. ASC 820 establishes a common definition for fair value to be applied in accordance with U.S. GAAP, which requires the use of fair value measurements, establishes a framework for measuring fair value and expands disclosure about such fair value measurements.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JULY 31, 2024

ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Additionally, ASC 820 requires the use of valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs.

These inputs are prioritized below:

Level 1: Observable inputs such as quoted market prices in active markets for identical assets or liabilities.

Level 2: Observable market-based inputs or unobservable inputs that are corroborated by market data.

Level 3: Unobservable inputs for which there is little or no market data, which require the use of the reporting entity's own assumptions.

The Company analyzes all financial instruments with features of both liabilities and equity under the Financial Accounting Standard Board's ("FASB") accounting standard for such instruments. Under this standard, financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The Company's warrant liability for warrants issued in connection with equity financing in March 2022 and April 2023 (see Note 9) was estimated using a Monte Carlo simulation model using Level 3 inputs.

Cash and Cash Equivalents

Cash equivalents are comprised of certain highly liquid instruments with a maturity of three months or less when purchased. The Company did not have any cash equivalents on hand at July 31, 2024 and April 30, 2024. The Company places its cash with high credit quality financial institutions. The Company's accounts at these institutions are insured by the Federal Deposit Insurance Corporation ("FDIC") up to \$250,000. To reduce its risk associated with the failure of such financial institutions, the Company evaluates, at least annually, the rating of the financial institutions in which it holds deposits. At July 31, 2024 and April 30, 2024, the Company had bank balances of approximately \$3.0 million and \$5.2 million, respectively, exceeding the FDIC insurance limit on interest bearing accounts.

Prepaid expenses and other current assets

Prepaid expenses and other current assets of \$748,336 and \$948,833 at July 31, 2024 and April 30, 2024, respectively, consist primarily of costs paid for future services which will occur within a year. Prepaid expenses principally include prepayments in cash and equity instruments for consulting, public relations, business advisory services, insurance premiums, mining claim fees, easement fees, options fees, and mineral lease fees which are being amortized over the terms of their respective agreements.

Property

Property is carried at cost. The cost of repairs and maintenance is expensed as incurred; major replacements and improvements are capitalized. When assets are retired or disposed of, the cost and accumulated depreciation are removed from the accounts, and any resulting gains or losses are included in income in the year of disposition. Depreciation is calculated on a straight-line basis over the estimated useful life of the assets, generally three to five years.

Impairment of long-lived assets

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable, or at least annually. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. The Company did not recognize any impairment during the three months ended July 31, 2024 and 2023.

Mineral Rights

Costs of leasing, exploring, carrying and retaining unproven mineral lease properties are expensed as incurred. The Company expenses all mineral exploration costs as incurred. Where the Company has identified proven and probable mineral reserves on any of its properties, development costs will be capitalized when all the following criteria have been met, a) the Company receives the requisite operating permits, b) completion of a favorable Feasibility Study and c) approval from the Board of director's authorizing the development of the ore body. Until such time all these criteria have been met the Company records pre-development costs to expense as incurred.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JULY 31, 2024

When a property reaches the production stage, the related capitalized costs will be amortized on a units-of-production basis over the proven and probable reserves following the commencement of production. The Company assesses the carrying costs of the capitalized mineral properties for impairment under ASC 360-10, "Impairment of Long-Lived Assets", and evaluates their carrying value under ASC 930-360, "Extractive Activities—Mining", annually. An impairment is recognized when the sum of the expected undiscounted future cash flows is less than the carrying amount of the mineral properties. Impairment losses, if any, are measured as the excess of the carrying amount of the mineral properties over its estimated fair value.

To date, the Company has expensed all exploration and pre-development costs as none of its properties have satisfied the criteria above for capitalization.

ASC 930-805, "Extractive Activities—Mining: Business Combinations" ("ASC 930-805"), states that mineral rights consist of the legal right to explore, extract, and retain at least a portion of the benefits from mineral deposits. Mining assets include mineral rights.

Acquired mineral rights are considered tangible assets under ASC 930-805. ASC 930-805 requires that mineral rights be recognized at fair value as of the acquisition date. As a result, the direct costs to acquire mineral rights are initially capitalized as tangible assets. Mineral rights include costs associated with acquiring patented and unpatented mining claims.

ASC 930-805 provides that in measuring the fair value of mineral assets, an acquirer should take into account both:

- The value beyond proven and probable reserves ("VBPP") to the extent that a market participant would include VBPP in determining the fair value of the assets.
- The effects of anticipated fluctuations in the future market price of minerals in a manner that is consistent with the expectations of market participants.

Leases to explore for or use of natural resources are outside the scope of ASC 842, "Leases".

Share-Based Compensation

Share-based compensation is accounted for based on the requirements of ASC 718, "Compensation—Stock Compensation" ("ASC 718"), which requires recognition in the financial statements of the cost of employee and director services received in exchange for an award of equity instruments over the period the employee or director is required to perform the services in exchange for the award (presumptively, the vesting period). ASC 718 also requires measurement of the cost of employee and director services received in exchange for an award based on the grant-date fair value of the award.

Accounting for Warrants

Warrants are accounted for in accordance with the applicable accounting guidance provided in ASC 815, "Derivatives and Hedging" ("ASC 815") as either derivative liabilities or as equity instruments, depending on the specific terms of the agreements. The Company classifies as equity any contracts that (i) require physical settlement or net-share settlement or (ii) give the Company a choice of net-cash settlement or settlement in its own shares (physical settlement or net-share settlement). The Company classifies as assets or liabilities any contracts that (i) require net-cash settlement (including a requirement to net-cash settle the contract if an event occurs and if that event is outside the control of the Company) or (ii) give the counterparty a choice of net-cash settlement or settlement in shares (physical settlement or net-share settlement). Instruments that are classified as liabilities are recorded at fair value at each reporting period, with any change in fair value recognized as a component of change in fair value of derivative liabilities in the unaudited condensed consolidated statements of operations.

The Company assessed the classification of its outstanding common stock purchase warrants as of the date of issuance and determined that such instruments, except for the warrants discussed under Warrant Liability below, met the criteria for equity classification under the guidance in ASC 260, "Earnings Per Share"; ASC 480, "Distinguishing Liabilities from Equity"; ASC 815, "Derivatives and Hedging". The Company has no outstanding warrants that contain a "down round" feature under ASC 815-10.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JULY 31, 2024

Warrant Liability

The Company accounts for the 625,000 warrants and 870,000 warrants issued in March 2022 and April 2023 (the “Warrant Agreements”), respectively, in accordance with the guidance contained in ASC 815 “Derivatives and Hedging” whereby under that provision these warrants do not meet the criteria for equity treatment and must be recorded as a liability (see Note 9). Accordingly, the Company classifies these warrant instruments as liabilities at fair value and adjusts the instruments to fair value at each reporting period. This liability is re-measured at each balance sheet date until the warrants are exercised or expire, and any change in fair value will be recognized in the Company’s statement of operations. The fair value of these warrants is estimated using a Monte Carlo simulation model. Such warrant classification is also subject to re-evaluation at each reporting period.

Offering Costs

Offering costs incurred consisted of legal, placement agent fees and other costs that were directly related to registered direct offerings. Offering costs were allocated to the separable financial instruments issued in the registered direct offering based on the same proportion as the proceeds were allocated to the warrants and equity. Offering costs associated with warrant liabilities are expensed as incurred, presented as offering costs related to warrant liability in the unaudited condensed consolidated statements of operations. Offering costs associated with the sale of common shares are charged against equity.

Remediation and Asset Retirement Obligation

Asset retirement obligations (“ARO”), consisting primarily of estimated reclamation costs at the Company’s CK Gold and Keystone properties, are recognized in the period incurred and when a reasonable estimate can be made, and recorded as liabilities at fair value. Such obligations, which are initially estimated based on discounted cash flow estimates, are accreted to full value over time through charges to accretion expense. Corresponding asset retirement costs are capitalized as part of the carrying amount of the related long-lived asset and depreciated over the asset’s remaining useful life. AROs are periodically adjusted to reflect changes in the estimated present value resulting from revisions to the estimated timing or amount of reclamation and closure costs. The Company reviews and evaluates its AROs annually or more frequently at interim periods if deemed necessary.

Foreign Currency Transactions

The reporting and functional currency of the Company is the U.S. dollar. Transactions denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing on the transaction dates. Assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rates prevailing at the balance sheet date with any transaction gains and losses that arise from exchange rate fluctuations on transactions denominated in a currency other than the functional currency included in the results of operations as incurred. Translation adjustments, and transaction gains or losses, have not had, and are not expected to have, a material effect on the results of operations of the Company and are included in general and administrative expenses.

Leases

The Company accounts for leases in accordance with ASC Topic 842, Leases. Operating lease right of use assets (“ROU”) represent the right to use the leased asset for the lease term and operating lease liabilities are recognized based on the present value of the future minimum lease payments over the lease term at commencement date. As most leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available at the adoption date in determining the present value of future payments. Upon the election by the Company to extend the lease for additional years, that election will be treated as a lease modification and the lease will be reviewed for re-measurement. Lease expense for minimum lease payments is amortized on a straight-line basis over the lease term and is included in general and administrative expenses in the statements of operations.

U.S. GOLD CORP. AND SUBSIDIARIES
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JULY 31, 2024

Income Taxes

The Company accounts for income taxes pursuant to the provision of ASC 740, “Accounting for Income Taxes” (“ASC 740”), which requires, among other things, an asset and liability approach to calculating deferred income taxes. The asset and liability approach requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the carrying amounts and the tax bases of assets and liabilities. A valuation allowance is provided to offset any net deferred tax assets for which management believes it is more likely than not that the net deferred asset will not be realized.

The Company follows the provision of ASC 740-10, “Accounting for Uncertain Income Tax Positions” (“ASC 740-10”). When tax returns are filed, there may be uncertainty about the merits of positions taken or the amount of the position that would be ultimately sustained. In accordance with the guidance of ASC 740-10, the benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions.

Tax positions that meet the more likely than not recognition threshold are measured at the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefit associated with tax positions taken that exceed the amount measured as described above should be reflected as a liability for uncertain tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company believes its tax positions are all more likely than not to be upheld upon examination. As such, the Company has not recorded a liability for uncertain tax benefits or for any related interest and penalties. In the event that the Company is assessed penalties and/or interest, penalties will be charged to other operating expense and interest will be charged to interest expense.

The Company follows ASC 740-10-25, “Definition of Settlement”, which provides guidance on how an entity should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits and provides that a tax position can be effectively settled upon the completion and examination by a taxing authority without being legally extinguished. For tax positions considered effectively settled, an entity would recognize the full amount of tax benefit, even if the tax position is not considered more likely than not to be sustained based solely on the basis of its technical merits and the statute of limitations remains open. The federal and state income tax returns of the Company are subject to examination by the Internal Revenue Service and state taxing authorities, generally for three years after they are filed.

Recent Accounting Pronouncements

Accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material effect on the financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an effect on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

In June 2022, FASB issued ASU 2022-03, Fair Value Measurement (Topic 820) (“ASU 2022-03”). The amendments in ASU 2022-03 clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. The amendments also clarify that an entity cannot, as a separate unit of account, recognize and measure a contractual sale restriction. The amendments in this Update also require additional disclosures for equity securities subject to contractual sale restrictions. The provisions in this Update are effective for fiscal years beginning after December 15, 2024. Early adoption is permitted. The Company does not expect to early adopt this ASU. The Company does not expect the adoption of this standard to have a significant impact on its unaudited condensed consolidated financial statements.

In December 2023, FASB issued Accounting Standards Update 2023-09, Improvements to Income Tax Disclosures (“ASU 2023-09”). The standard enhances income tax disclosure requirements for all entities by requiring specified categories and greater disaggregation within the rate reconciliation table, disclosure of income taxes paid by jurisdiction, and providing clarification on uncertain tax positions and related financial statement impacts. ASU 2023-09 is effective for annual periods beginning after December 15, 2024. The Company is currently assessing the impact of ASU 2023-09 on its disclosures.

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NOTE 3 — GOING CONCERN

The accompanying unaudited condensed consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. As of July 31, 2024, the Company had cash of approximately \$3.4 million, working capital of approximately \$3.6 million, which consists primarily of cash, and an accumulated deficit of approximately \$77.2 million. The Company had a net loss and cash used in operating activities of approximately \$4.3 million and \$2.2 million, respectively, for the three months ended July 31, 2024. As a result of the utilization of cash in its operating activities, and the development of its assets, the Company has incurred losses since it commenced operations. The Company's primary source of operating funds since inception has been equity financings. As of the filing date of this Form 10-Q, the Company may have sufficient cash to fund its corporate activities and general and administrative costs and currently undertaken project activities related to permitting and engineering studies. However, in order to advance any of its projects past the aforementioned objectives the Company does not have sufficient cash and will need to raise additional funds. These matters raise substantial doubt about the Company's ability to continue as a going concern for the twelve months following the issuance of these unaudited condensed consolidated financial statements.

The unaudited condensed consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset amounts or the classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

NOTE 4 — MINERAL RIGHTS

As of the dates presented, mineral properties consisted of the following:

	July 31, 2024	April 30, 2024
CK Gold Project	\$ 3,091,738	\$ 3,091,738
Keystone Project	1,028,885	1,028,885
Challis Gold Project	10,249,632	10,249,632
Total	<u>\$ 14,370,255</u>	<u>\$ 14,370,255</u>

NOTE 5 — PROPERTY AND EQUIPMENT

As of the dates presented, property and equipment consisted of the following:

	July 31, 2024	April 30, 2024
Site costs	\$ 203,320	\$ 203,320
Land	352,718	352,718
Computer equipment	3,766	3,766
Vehicle	39,493	39,493
Total	599,297	599,297
Less: accumulated depreciation	(149,321)	(141,190)
Total	<u>\$ 449,976</u>	<u>\$ 458,107</u>

For the three months ended July 31, 2024 and 2023, depreciation expense amounted to \$8,131 and \$8,237, respectively, and was included in general and administrative expenses as reflected in the accompanying unaudited condensed consolidated statements of operations.

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NOTE 6 — ASSET RETIREMENT OBLIGATION

In conjunction with various permit approvals permitting the Company to undergo exploration activities at the CK Gold and Keystone projects, the Company has recorded an ARO based upon the reclamation plans submitted in connection with the various permits. The following table summarizes activity in the Company's ARO for the periods presented:

	July 31, 2024	April 30, 2024
Balance, beginning of period	\$ 307,657	\$ 285,764
Retired	-	(6,075)
Accretion expense	7,718	27,968
Balance, end of period	<u>\$ 315,375</u>	<u>\$ 307,657</u>

For the three months ended July 31, 2024 and 2023, accretion expense amounted to \$7,718 and \$6,744, respectively, and was included in general and administrative expenses as reflected in the accompanying unaudited condensed consolidated statements of operations.

NOTE 7 – OPERATING LEASE RIGHT-OF-USE ASSETS AND OPERATING LEASE LIABILITIES

On May 1, 2021, the Company entered into a lease agreement for a facility in Cheyenne, Wyoming. The initial term of the lease was for a two-year period from May 2021 to May 2023 starting with a monthly base rent of \$1,667. On January 30, 2023, the Company entered into a first lease amendment effective as of May 1, 2023, to extend this lease for a period of one year expiring April 30, 2024. On January 11, 2024, the Company entered into a second lease amendment effective as of May 1, 2024, to extend this lease for another period of one year expiring April 30, 2025, with an option to renew the lease for an additional one-year term. Under the second lease amendment, the monthly base rent increased from \$1,768 to \$1,821 on May 1, 2024. The Company accounted for the lease extensions as lease modifications under ASC 842. On January 30, 2023, the effective date of the first lease amendment, the Company recorded an adjustment to the right-of-use asset and lease liability in the amount of \$20,472 based on the net present value of lease payments discounted using an incremental borrowing rate of 8%. On January 11, 2024, the effective date of the second lease amendment, the Company recorded an adjustment to the right-of-use asset and lease liability in the amount of \$20,936 based on the net present value of lease payments discounted using an incremental borrowing rate of 8%.

On September 1, 2021, the Company entered into a lease agreement for another facility in Cheyenne, Wyoming. The initial term of the lease was for a two-year period from September 2021 through August 2023. On October 18, 2023, the Company entered into a lease amendment effective as of September 1, 2023, to extend the lease for a period of two years expiring August 31, 2025. The Company will not have an option to renew the lease past August 31, 2025, unless agreed to by the lessor and the Company. Pursuant to the lease amendment, the monthly base rent increased to \$3,265. On September 1, 2023, the effective date of the amendment, the Company recorded an adjustment to the right-of-use asset and lease liability in the amount of \$72,672 based on the net present value of lease payments discounted using an incremental borrowing rate of 8%.

During the three months ended July 31, 2024 and 2023, lease expense of \$15,259 and \$14,267, respectively, was included in general and administrative expenses as reflected in the accompanying consolidated statements of operations.

Right-of- use assets are summarized below:

	July 31, 2024	April 30, 2024
Operating leases	<u>\$ 56,387</u>	<u>\$ 70,331</u>

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Operating Lease liabilities are summarized below:

	July 31, 2024	April 30, 2024
Operating lease, current portion	\$ 53,143	\$ 57,486
Operating lease, long term portion	3,244	12,845
Total lease liability	<u>\$ 56,387</u>	<u>\$ 70,331</u>

The weighted average remaining lease term for the operating leases is 0.99 years and the weighted average incremental borrowing rate is 8.0% at July 31, 2024.

The following table includes supplemental cash and non-cash information related to the Company's lease:

	Period ended July 31,	
	2024	2023
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from operating lease	\$ 15,259	\$ 14,157

The remaining minimum lease payments under non-cancelable operating leases at July 31, 2024 are as follows:

Year ended April 30, 2025- remainder	45,776
Year ended April 30, 2026	13,060
Total	<u>\$ 58,836</u>
Less: imputed interest	<u>(2,449)</u>
Total present value of lease liability	<u>\$ 56,387</u>

NOTE 8 — RELATED PARTY TRANSACTIONS

On March 10, 2021, the Company entered into a one-year consulting agreement (the "March 2021 Agreement") with an individual who subsequently was appointed as a director of the Company on May 18, 2022, to provide services related to investor and strategic introductions for potential mergers and acquisitions and other potential and strategic relationships to add shareholder value. On March 10, 2022, the Company and the director mutually agreed to extend the March 2021 Agreement for an additional 12 months (the "March 2022 Extension"). On March 10, 2023, the Company and the director further extended the March 2021 Agreement for another 12 months (the "March 2023 Extension"). The terms of the March 2022 Extension and the March 2023 Extension remain the same as stipulated in the March 2021 Agreement. In consideration for the services provided pursuant to the March 2022 Extension and the March 2023 Extension, the director was paid an annual fee of \$250,000 consisting of shares of the Company's common stock with a value of \$130,000 paid within five days of the effective date of the applicable extension, and cash payments of \$120,000, paid in increments of \$10,000 per month. In April 2022 and March 2023, the Company issued 14,286 shares and 33,419 shares of common stock pursuant to March 2022 Extension and the March 2023 Extension, respectively, to the director. The Company paid consulting fees to such director of \$0 and \$30,000 in cash during the three months ended July 31, 2024 and 2023, respectively. Additionally, as of July 31, 2024, the Company recorded accounts payable and accrued expenses totaling \$111,837 due to such director and was included in accounts payable and accrued liabilities.

NOTE 9 — WARRANT LIABILITY

As of July 31, 2024 and April 30, 2024, the Company's warrant liabilities were valued at \$5,666,050 and \$3,916,900, respectively. Under the guidance in ASC 815-40, certain warrants do not meet the criteria for equity treatment. These warrants include a clause whereby the warrant holder may be entitled to receive a net cash settlement upon the completion of a "fundamental transaction." A fundamental transaction, as defined in the warrants, includes (a) any merger or consolidation by and between the Company and another Person, (b) the sale or other disposition by the Company of all or substantially all of its assets, (c) the completion of any tender offer or exchange offer pursuant to which the holders of greater than 50% of the Company's outstanding common stock has agreed to tender or exchange their securities, and (d) the consummation of a stock purchase agreement or other business combination whereby another Person acquires more than 50% of the outstanding shares of common stock of the Company. In the event of a fundamental transaction, the holder of the warrant has the right to require that the Company purchase the warrant from the holder by paying the holder an amount of cash equal to a valuation based on the Black-Scholes Option Pricing Model reflecting an expected volatility equal to the greater of 100% or the 100-day volatility as of the trading day immediately following the public announcement of the applicable fundamental transaction. This volatility input precludes the Company from applying equity accounting as the warrant holder could receive a net cash settlement value that is greater than a holder of the Company's common stock. Accordingly, the Company has concluded that liability accounting is required.

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As such, these warrants are recorded at fair value as of each reporting date with the change in fair value reported within other income in the accompanying consolidated statements of operations as “Change in fair value of warrant liability” until the warrants are exercised, expired or other facts and circumstances lead the warrant liability to be reclassified to stockholders’ equity. The Company utilized a Monte Carlo Simulation model to estimate the fair values of the April 2023 and March 2022 warrants, which incorporates significant inputs that are not observable in the market, and thus represents a Level 3 measurement as defined in ASC 820. The unobservable inputs utilized for measuring the fair value of the contingent consideration reflect management’s own assumptions about the assumptions that market participants would use in valuing the contingent consideration. The Company determined the fair value by using the below key inputs to the Monte Carlo Simulation Model.

Measurement

The Company accounted for the 625,000 warrants issued on March 18, 2022 and the 870,000 warrants issued on April 10, 2023, in accordance with the guidance contained in ASC 815 “Derivatives and Hedging” whereby under that provision these warrants did not meet the criteria for equity treatment and were recorded as a liability.

The key inputs for the warrant liability were as follows as of July 31, 2024:

Key Valuation Inputs

Expected term (years)		4.19
Annualized volatility		63.4%
Volatility if fundamental transaction occurs		100.00%
Risk-free interest rate		4.02%
Stock price	\$	5.84
Dividend yield		0.00%
Exercise price	\$	6.16
Probability of fundamental transaction		95%
Date of fundamental transaction		0.25 years to 4.19 years

The key inputs for the warrant liability were as follows as of April 30, 2024:

Key Valuation Inputs

Expected term (years)		4.45
Annualized volatility		78.9%
Volatility if fundamental transaction occurs		100.00%
Risk-free interest rate		4.75%
Stock price	\$	4.18
Dividend yield		0.00%
Exercise price	\$	6.16
Probability of fundamental transaction		95%
Date of fundamental transaction		0.25 years to 4.45 years

The following table sets forth a summary of the changes in the fair value of the Level 3 warrant liability for the three months ended July 31, 2024:

	Warrant Liability
Fair value as of April 30, 2024	\$ 3,916,900
Change in fair value	1,749,150
Fair value as of July 31, 2024	<u>\$ 5,666,050</u>

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NOTE 10 — STOCKHOLDERS' EQUITY

As of July 31, 2024, authorized capital stock consisted of 200,000,000 shares of common stock, par value \$0.001 per share, and 50,000,000 shares of “blank check” preferred stock, par value \$0.001 per share, of which 1,300,000 shares are designated as Series A Convertible Preferred Stock, 400,000 shares are designated as Series B Convertible Preferred Stock, 45,002 shares are designated as Series C Convertible Preferred Stock, 7,402 shares are designated as Series D Convertible Preferred Stock, 2,500 shares are designated as Series E Convertible Preferred Stock, 1,250 shares are designated as Series F Preferred Stock, 127 shares are designated as Series G Preferred Stock, 106,894 shares are designated as Series H Preferred Stock, and 921,666 shares are designated as Series I Preferred Stock. The Company’s Board has the authority, without further action by the stockholders, to issue shares of preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions granted to or imposed upon the preferred stock.

There were no shares of Preferred Stock outstanding as of July 31, 2024 and April 30, 2024.

Common Stock Issued, Restricted Stock Awards, and RSU’s Granted for Services

Total stock-based compensation expense for awards issued for services of \$9,375 and \$184,531 was expensed for the three months ended July 31, 2024 and 2023, respectively. There are 20,000 unvested restricted stock units with unvested compensation expense of \$206,000 at July 31, 2024 remaining to be expensed and shall vest upon occurrence of certain conditions. There were 413,475 vested restricted stock units awarded but unissued into common stock as of July 31, 2024. A total of 433,475 restricted stock units are outstanding, vested and unvested, as of July 31, 2024.

A summary of the changes in restricted stock units outstanding during the three months ended July 31, 2024 follows:

	Restricted Stock Units	Weighted Average Grant-Date Fair Value Per Share
Balance at April 30, 2024	433,475	\$ 10.31
Balance at July 31, 2024	433,475	\$ 10.31

Equity Incentive Plan

In August 2017, the Board approved the Company’s 2017 Equity Incentive Plan (the “2017 Plan”) including the reservation of 165,000 shares of common stock thereunder.

On August 6, 2019, the Board approved and adopted, subject to stockholder approval, the 2020 Stock Incentive Plan (the “2020 Plan”). The 2020 Plan initially reserved 330,710 shares for future issuance to officers, directors, employees and contractors as directed from time to time by the Compensation Committee of the Board. The 2020 Plan was approved by a vote of stockholders at the 2019 annual meeting. With the approval and effectivity of the 2020 Plan, no further grants will be made under the 2017 Plan. On August 31, 2020, the Board approved and adopted, subject to stockholder approval, an amendment (the “2020 Plan Amendment”) to the 2020 Plan. The 2020 Plan Amendment increased the number of shares of common stock available for issuance pursuant to awards under the 2020 Plan by an additional 836,385, to a total of 1,167,095 shares of the Company’s common stock. The 2020 Plan Amendment was approved by the Company’s stockholders on November 9, 2020. On December 16, 2022, the Company’s stockholders approved another amendment to the 2020 Plan increasing the number of shares of common stock available for issuance pursuant to awards under the 2020 Plan by an additional 1,252,476 shares, to a total of 2,419,571 shares of the Company’s common stock.

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Stock options

The following is a summary of the Company's stock option activity during the three months ended July 31, 2024:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Balance at April 30, 2024	192,750	\$ 5.54	3.44
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Cancelled	—	—	—
Balance at July 31, 2024	192,750	5.54	3.19
Options exercisable at end of period	186,200	\$ 5.49	
Options expected to vest	6,550	\$ 6.93	
Weighted average fair value of options granted during the period		\$ —	

At July 31, 2024 and April 30, 2024, the aggregate intrinsic value of options outstanding and exercisable were \$57,303 and \$0, respectively.

Stock-based compensation for stock options recorded in the unaudited condensed consolidated statements of operations totaled \$7,402 and \$7,402 for the three months ended July 31, 2024 and 2023, respectively. A balance of \$12,335 remains to be expensed over future vesting periods related to unvested stock options issued for services to be expensed over a weighted average period of 0.48 years.

Stock Warrants

A summary of the Company's outstanding stock warrants to purchase shares of common stock as of July 31, 2024, and changes during the period ended as presented below:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Warrants with no Class designation:			
Balance at April 30, 2024	4,179,262	\$ 6.66	4.01
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Canceled	—	—	—
Balance at July 31, 2024	4,179,262	6.66	3.75
Class A Warrants:			
Balance at April 30, 2024	109,687	11.40	0.64
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Canceled	—	—	—
Balance at July 31, 2024	109,687	11.40	0.39
Total Warrants Outstanding at July 31, 2024	4,288,949	\$ 6.79	3.67
Warrants exercisable at end of period	2,888,949	\$ 7.90	
Weighted average fair value of warrants granted during the period		\$ —	

As of July 31, 2024, the aggregate intrinsic value of warrants outstanding and exercisable was \$1,904,000.

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NOTE 11 — NET LOSS PER COMMON SHARE

Net loss per share of common stock is calculated in accordance with ASC 260, “Earnings Per Share”. Basic loss per share is computed by dividing net loss available to common stockholder, by the weighted average number of shares of common stock outstanding during the period. The following were excluded from the computation of diluted shares outstanding as they would have had an anti-dilutive impact on the Company’s net loss. In periods where the Company has a net loss, all dilutive securities are excluded.

	July 31, 2024	July 31, 2023
Common stock equivalents:		
Restricted stock units	433,475	433,475
Stock options	192,750	192,750
Stock warrants	4,288,949	2,888,949
Total	4,915,174	3,515,174

NOTE 12 — COMMITMENTS AND CONTINGENCIES

Mining Leases

The CK Gold property position consists of two State of Wyoming Metallic and Non-metallic Rocks and Minerals Mining Leases: (1) State of Wyoming Mining Lease No. 0-40828, consisting of 640 acres, and (2) State of Wyoming Mining Lease No. 0-40858 consisting of 480 acres. These leases were assigned to the Company in July 2014 through the acquisition of the CK Gold Project. Leases to explore for or use natural resources are outside the scope of ASU 2016-02 “Leases”.

Lease 0-40828 was renewed in February 2023 for a third ten-year term and Lease 0-40858 was renewed for a third ten-year term in February 2024. Lease 0-40828 requires an annual payment of \$3.00 per acre starting with the year beginning February 2023 and Lease 0-40858 requires an annual payment of \$3.00 per acre starting with the year beginning February 2024. The Company paid the total required minimum lease payment of \$3,360 in February 2024.

In connection with the Wyoming Mining Leases, production royalties of 2.1% of net receipts are required to be paid to the State of Wyoming, although once the project is in operation, the Board of Land Commissioners has the authority to reduce the royalty payable to the State of Wyoming.

The future minimum lease payments at July 31, 2024, under these mining leases are as follows, with each payment to be made in the fourth quarter of the respective fiscal years:

Fiscal 2025	\$	3,360
Fiscal 2026		3,360
Fiscal 2027		3,360
Fiscal 2028		3,360
Fiscal 2029		3,360
Fiscal 2030 and thereafter		11,520
Total	\$	28,320

The Company may renew each lease for a fourth ten-year term, which will require annual payments of \$4.00 per acre.

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NPRC option:

Pursuant to the Merger, the Company acquired from NPRC a mineral property called Challis Gold located in Idaho pursuant to an option agreement dated in February 2020 which was later amended in June 2020. The Company satisfied the minimum royalty payment of \$25,000 for fiscal years 2023 and 2024. The Company paid the minimum royalty payment of \$25,000 in June 2024 for fiscal year 2025.

The annual advance minimum royalty payments at July 31, 2024 for each fiscal year, under the option agreement are as follows, each payment to be made on the first anniversary of the effective date of the option agreement and continuing until the tenth anniversary:

Fiscal 2026	\$	25,000
Fiscal 2027		25,000
Fiscal 2028		25,000
Fiscal 2029		25,000
Fiscal 2030		25,000
Fiscal 2031		25,000
Total	\$	<u>150,000</u>

100% of the advance minimum royalty payments will be applied to the royalty credits.

Exploration Access and Option to Lease Agreement

On August 25, 2021 ("Effective Date"), the Company entered into an Exploration Access and Option to Lease Agreement (the "Agreement") with a private-party landowner (the "Landowner") whereby the Landowner granted the Company an option (the "Option") to lease and right of way on a property located in Laramie County, Wyoming. The Company may exercise the Option for five years ("Option Term") from the Effective Date. During the Option, the Landowner granted non-exclusive rights (the "Exploration Access Rights") to the Company to use the surface of the property for an annual exploration and access right payment of \$10,000, thirty days after the effective date and each year on the anniversary of the Effective Date during the Option Term until such time the Option is exercised or expires. The Company is also required to pay an annual Option payment of \$35,780 for the lease and \$6,560 for the right of way within thirty days after the Effective Date and each year on the anniversary of the Effective Date during the Option Term until such time the Option is exercised by the Company or expires. The Company paid a total of \$42,340 for each of the periods ended on September 1, 2021, 2022 and 2023, pursuant to this Agreement.

At any time during the Option Term, the Company may exercise the Option by providing a written notice to the Landowner and the Company shall pay a one-time right-of-way payment of \$26,240 at closing and shall execute a lease agreement. The exclusive option to lease (the "Lease") and right of way (the "Right of Way") is for a term of ten years with the right to extend for an additional ten years and requires an annual lease payment of \$50,000, compensation for loss of grazing of \$40.00 per acre impacted land and annual Right of Way payments of \$13,120.

In consideration for the option rights, lease rights and right of way rights under this Agreement, the Company agreed to grant the Landowner shares of the Company's common stock worth \$50,000, which shares will not vest, or be issued, until the Company executes the Lease. Currently, the Company has not executed the Lease.

At any time during the Option Term, the Company may terminate this Agreement by providing a written notice to the Landowner. Upon termination, the Landowner is entitled to retain any payments already made and the Company shall have no further obligation after the date of termination. The Agreement, including the Option and the Exploration Access Rights, may be extended for a period of five years upon written notice from the Company. In the absence of such notice, the Agreement shall automatically terminate at the end of the Option Term. Currently, the Company has not exercised the Option.

Legal Matters

From time to time the Company may be involved in claims and legal actions that arise in the ordinary course of business. To the Company's knowledge, there are no material pending legal proceedings to which the Company is a party or of which any of the Company's property is the subject.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The interim unaudited condensed consolidated financial statements included herein have been prepared by U.S. Gold Corp. (the "Company", "we", "us", or "our") without audit, pursuant to the rules and regulations of the SEC. Certain information and footnote disclosure normally included in interim unaudited consolidated financial statements prepared in accordance with U.S. GAAP, which are duplicate to the disclosures in the audited consolidated financial statements have been omitted pursuant to such rules and regulations, although we believe that the disclosures are adequate to make the information presented not misleading. These interim unaudited condensed consolidated financial statements should be read in conjunction with the financial statements and notes thereto in the Form 10-K for the fiscal year ended April 30, 2024, filed with the SEC on July 29, 2024.

In the opinion of management, all adjustments have been made consisting of normal recurring adjustments and consolidating entries, necessary to present fairly the unaudited interim condensed consolidated financial position of us and our subsidiaries as of July 31, 2024, the results of our unaudited interim condensed consolidated statements of operations and changes in stockholders' equity for the three months ended July 31, 2024 and 2023. The results of unaudited interim condensed consolidated operations for the interim periods are not necessarily indicative of the results for the full year.

The preparation of interim unaudited condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

Forward-Looking Statements

In addition to historical financial information, the following discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. See "Forward-Looking Statements" above. Our results and the timing of selected events may differ materially from those anticipated in these forward-looking statements as a result of many factors, including the risk factors described in this report and in "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended April 30, 2024.

Overview

U.S. Gold Corp., formerly known as Dataram Corporation (the "Company," "we," "our," or "us"), was originally incorporated in the State of New Jersey in 1967 and was subsequently re-incorporated under the laws of the State of Nevada in 2016. Effective June 26, 2017, the Company changed its legal name to U.S. Gold Corp. from Dataram Corporation. On May 23, 2017, the Company merged with Gold King Corp. ("Gold King"), in a transaction treated as a reverse acquisition and recapitalization, and the business of Gold King became the business of the Company. We are a gold and precious metals exploration company pursuing exploration and development properties. We own certain mining leases and other mineral rights comprising the CK Gold Project in Wyoming, the Keystone Project in Nevada and the Challis Gold Project in Idaho. We have established an estimate of proven and probable mineral reserves under S-K 1300 at our CK Gold Project, where we are conducting exploration and pre-development activities, and all of our activities on our other properties are exploratory in nature.

Summary of Activities for the Three Months Ended July 31, 2024

During the three months ended July 31, 2024, we focused primarily on advancing our CK Gold Project in Wyoming.

An overview of certain significant events follows:

- In May 2024, we received notification from the Land Quality Division of the Wyoming Department of Environmental Quality (WDEQ) that we received approval on our surface gold mine permit (the "MOP"), subject to certain conditions.
- In June 2024, we satisfied two of the three conditions associated with our MOP with 1) the approval of our Wyoming Pollutant Discharge Elimination System permit and 2) acceptance by the WDEQ of our reclamation bond.
- During the quarter-ended July 31, 2024, we continued to advance towards approval of our Air Quality permit with the Air Quality Division of the WDEQ. Approval of this Air Quality permit is the final condition associated with our MOP and is expected to be received this year.

Results of Operations

For the three months ended July 31, 2024, compared to the three months ended July 31, 2023:

Net Revenues

We are a development-stage company with no operations, and we did not generate any revenues for the three months ended July 31, 2024 and 2023.

Operating Expenses

Total operating expenses for the three months ended July 31, 2024, as compared to the three months ended July 31, 2023, were approximately \$2,593,000 and \$2,930,000, respectively. The approximate \$337,000 decrease in operating expenses for the three months ended July 31, 2024, as compared to the three months ended July 31, 2023, is comprised of (i) a decrease in compensation of approximately \$173,000 primarily due to a decrease in stock based compensation, (ii) a decrease of approximately \$129,000 in exploration expenses on our mineral properties due to the decrease in exploration activities and related consulting expenses at our CK Gold property, (iii) a decrease in professional and consulting fees of approximately \$693,000 primarily due to decreases in general strategic and permitting consulting services of \$270,000, decrease in legal fees of \$34,000, decrease in investor relation fees of \$337,000 and decreases in accounting fees of \$52,000 and (iv) an increase in general and administrative expenses of approximately \$658,000 due primarily to an increase in advertising expenses of approximately \$609,000 and an increase in insurance.

Loss from Operations

We reported loss from operations of approximately \$2,593,000 and \$2,930,000 for the three months ended July 31, 2024 and 2023, respectively.

Other Income (Loss)

We reported other income (loss) of approximately \$(1,733,000) and \$35,000 for the three months ended July 31, 2024 and 2023, respectively. We reported change in fair value of warrant liability of approximately \$(1,749,000) and \$15,000 for the three months ended July 31, 2024 and 2023, respectively. We reported interest income of approximately \$17,000 and \$14,000 for the three months ended July 31, 2024 and 2023, respectively. We reported gain from settlement of asset retirement obligation of approximately \$0 and \$6,000, respectively, for the three months ended July 31, 2024 and 2023, respectively.

Net Loss

We reported a net loss of approximately \$4,325,000 and \$2,895,000 for the three months ended July 31, 2024 and 2023, respectively.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at July 31, 2024, compared to April 30, 2024, and the changes between those periods:

	July 31, 2024	April 30, 2024	Increase (decrease)
Current Assets	\$ 4,129,003	\$ 6,523,111	\$ (2,394,108)
Current Liabilities	\$ 572,868	\$ 452,790	\$ 120,078
Working Capital	<u>\$ 3,556,135</u>	<u>\$ 6,070,321</u>	<u>\$ (2,514,186)</u>

As of July 31, 2024, we had working capital of \$3,556,135, as compared to working capital of \$6,070,321 as of April 30, 2024, a decrease of \$2,514,186.

We are obligated to file annual, quarterly and current reports with the SEC pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) and the rules subsequently implemented by the SEC and the Public Company Accounting Oversight Board have imposed various requirements on public companies, including requiring changes in corporate governance practices. We expect to spend between \$175,000 and \$250,000 in legal and accounting expenses annually to comply with our reporting obligations and Sarbanes-Oxley. These costs could affect profitability and our results of operations.

Our unaudited condensed consolidated financial statements are prepared using the accrual method of accounting in accordance with U.S. GAAP and have been prepared assuming that we will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. For the three months ended July 31, 2024 and 2023, we incurred net losses in the amounts of approximately \$4,325,000 and \$2,895,000, respectively. For the three months ended July 31, 2024, cash used in operating activities was approximately \$2,194,000. As of July 31, 2024, we had cash of approximately \$3,381,000, working capital of approximately \$3,556,000, and an accumulated deficit of approximately \$77,173,000. Our primary source of operating funds since inception has been equity financings. As of July 31, 2024, we may have sufficient cash to fund our corporate activities and general and administrative costs and currently undertaken project activities related to permitting and engineering studies over the next twelve months. However, in order to advance any of our projects past the aforementioned objectives, we do not have sufficient cash and will need to raise additional funds. These matters raise substantial doubt about our ability to continue as a going concern for the twelve months following the issuance of these financial statements.

Cash Used in Operating Activities

Net cash used in operating activities totaled approximately \$2,194,000 and \$1,809,000 for the three months ended July 31, 2024 and 2023, respectively. Net cash used in operating activities during the three months ended July 31, 2024, increased primarily due to the (i) increase in net loss of approximately \$1,431,000 as compared to the three months ended July 31, 2023, (ii) increase in non-cash items of approximately \$1,549,000 as compared to the three months ended July 31, 2023, primarily due to the change in fair value of warrant liability and decrease in stock based compensation and (iii) increase in changes in operating assets and liabilities of approximately \$503,000 as compared to the three months ended July 31, 2023, primarily due to accounts payable and accrued liabilities.

Off-Balance Sheet Arrangements

As of July 31, 2024, we did not have, and do not have any present plans to implement, any off-balance sheet arrangements.

Recently Issued Accounting Pronouncements

See Note 2, Summary of Significant Accounting Policies, to the unaudited condensed consolidated financial statements for a summary of recently issued accounting pronouncements.

Critical Accounting Estimates

There have been no changes to our critical accounting estimates during the three months ended July 31, 2024. Critical accounting estimates made in accordance with our significant accounting policies are regularly discussed with the Audit Committee of the Company's board of directors. Our critical accounting estimates are discussed under "Critical Accounting Estimates" in our "Management's Discussion and Analysis of the Financial Condition and Results of Operations" included in Item 7, and our significant accounting policies are discussed in Note 2 to our consolidated financial statements thereto, included in our Annual Report on Form 10-K for the fiscal year ended April 30, 2024, filed with the SEC on July 29, 2024.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, we are not required to include disclosure under this item.

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

At the end of the period covered by this Form 10-Q, an evaluation was carried out under the supervision of, and with the participation of, the Company's management, including its Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act). Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer have concluded that as of the end of the period covered by this Form 10-Q, the Company's disclosure controls and procedures were effective at the reasonable assurance level, in ensuring that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

(b) Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

From time to time, we may be involved in claims and legal actions that arise in the ordinary course of business. To our knowledge, there are no material pending legal proceedings to which we are a party or of which any of our property is the subject.

Item 1A. RISK FACTORS.

As a smaller reporting company, we are not required to include disclosure under this item.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no sales of unregistered securities during the fiscal quarter ended July 31, 2024, that were not previously reported on a Current Report on Form 8-K.

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None.

Item 4. MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Act and subpart 104 of Regulation S-K, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose specified information about mine health and safety in their periodic reports. These reporting requirements are based on the safety and health requirements applicable to mines under the Federal Mine Safety and Health Act of 1977 (the "Mine Act") which is administered by the U.S. Department of Labor's Mine Safety and Health Administration ("MSHA"). During the three months ended July 31, 2024, the Company and its properties or operations were not subject to regulation by MSHA under the Mine Act and thus no disclosure is required under Section 1503(a) of the Dodd-Frank Act or subpart 104 of Regulation S-K.

Item 5. OTHER INFORMATION.

None.

Item 6. EXHIBITS.

EXHIBIT INDEX

31.1	Rule 13a-14(a) Certification of Chief Executive Officer
31.2	Rule 13a-14(a) Certification of Chief Financial Officer
32.1*	Section 1350 Certification of Chief Executive Officer (Furnished not Filed)
32.2*	Section 1350 Certification of Chief Financial Officer (Furnished not Filed)
101.INS	XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished herewith

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 thereunto duly authorized.

U.S. GOLD CORP.

Date: September 16, 2024

By: /s/ George M. Bee
George M. Bee
Chief Executive Officer
(Principal Executive Officer)

Date: September 16, 2024

By: /s/ Eric Alexander
Eric Alexander
Chief Financial Officer
(Principal Financial and Accounting Officer)

Rule 13a-14(a) Certification

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, George M. Bee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of U.S. Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 16, 2024

/s/ George M. Bee

George M. Bee,
Chief Executive Officer
(Principal Executive Officer)

Rule 13a-14(a) Certification

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Eric Alexander, certify that:

1. I have reviewed this quarterly report on Form 10-Q of U.S. Gold Corp.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's Board of Directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: September 16, 2024

/s/ Eric Alexander

Eric Alexander
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of U.S. Gold Corp., a Nevada corporation (the “Company”), on Form 10-Q for the fiscal quarter ended July 31, 2024, as filed with the Securities and Exchange Commission (the “Report”), George M. Bee, Chief Executive Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 16, 2024

/s/ George M. Bee

George M. Bee
Chief Executive Officer
(Principal Executive Officer)

[A signed original of this written statement required by Section 906 has been provided to U.S. Gold Corp. and will be retained by U.S. Gold Corp. and furnished to the Securities and Exchange Commission or its staff upon request.]

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

In connection with the Quarterly Report of U.S. Gold Corp., a Nevada corporation (the “Company”), on Form 10-Q for the fiscal quarter ended July 31, 2024, as filed with the Securities and Exchange Commission (the “Report”), Eric Alexander, Principal Financial and Accounting Officer of the Company, does hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: September 16, 2024

/s/ Eric Alexander

Eric Alexander
Chief Financial Officer
(Principal Financial and Accounting Officer)

[A signed original of this written statement required by Section 906 has been provided to U.S. Gold Corp. and will be retained by U.S. Gold Corp. and furnished to the Securities and Exchange Commission or its staff upon request.]
