



**AGENDA  
ANNUAL MEETING OF STOCKHOLDERS  
OF  
U.S. GOLD CORP.**

**April 28, 2025**

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1. Call to Order
2. Announcements and Introductions
3. Declaration of Quorum
4. Presentation of Agenda
5. Consideration and Action Upon All Matters of Business:
  - (i) Proposal 1: To elect Luke Norman, George Bee, Robert W. Schafer, Johanna Fipke and Michael Waldkirch to serve on the Board of Directors until the next Annual Meeting of Stockholders or until their successors are duly elected and qualified.
  - (ii) Proposal 2: To ratify the appointment of Marcum LLP as our independent registered public accountant for the fiscal year ending April 30, 2025.
  - (iii) Proposal 3: To approve, by a non-binding advisory vote, the compensation of the Company's named executive officers.
  - (iv) Proposal 4: To approve, by a non-binding advisory vote, the frequency of future advisory votes on the compensation of the Company's named executive officers,
6. Submission of Online Ballots and Closing of Polls
7. Announcement of Voting Results
8. Adjournment