

June 14, 2016



# Dataram Enters into Definitive Agreement to Acquire US Gold Corp

## - Net Present Value (NPV) of US Gold Corp. Assets Valued at \$160 Million

PRINCETON, N.J., June 14, 2016 /PRNewswire/ -- Dataram Corporation (NASDAQ: DRAM), a leading independent manufacturer of memory products and provider of performance solutions, and US Gold Corp. ("USGC"), a U.S. focused gold exploration and development company, announced yesterday that the companies have entered into a definitive agreement under which Dataram will acquire all of the outstanding shares of US Gold Corp and USGC subsidiaries. US Gold Corp. controls the Copper King Project, an advanced stage gold exploration project based in Wyoming, which owns certain mining leases and other mineral rights in the Silver Crown Mining District of southeast Wyoming, and has entered into a definitive agreement to acquire certain mining claims related to a gold development project in Eureka County, Nevada known as the "Keystone Project." The acquisition of the Keystone Project is expected to be completed prior to consummation of Dataram's acquisition of USGC.

Under the agreement, Dataram will acquire USGC and its subsidiaries, subject to certain terms and conditions. Consideration for the acquisition consists of Dataram common and preferred shares.

"This is a tremendous opportunity for our stockholders," said Mr. Dave Moylan, Dataram's Chairman and Chief Executive Officer. "We have been actively looking for diversification opportunities for more than a year and our entry into the natural resources sector is intended to diversify risks and unlock value for our stockholders. Our executive management team sees this acquisition as an economically viable and exciting project given the overall landscape and market opportunity within natural resources. While the global memory business is continuing to experience significant average selling price declines and strong margin pressure, we have refocused the core business to operate in this environment. After the acquisition concludes, Dataram will consider all options to maximize its memory products and performance solutions business in the best interest of the pre-acquisition stockholders. We further believe the acquisition of US Gold will generate strong capital appreciation."

"We're enthusiastic about the opportunities created through this acquisition and believe the combined companies will generate significant value for our stockholders," comments Mr. Edward Karr, CEO and Director of U.S. Gold Corp. "On an industry analysis, we are seeing gold equities rebounding in 2016. U.S. Gold has a top quality management and advisory team and owns the Copper King property, which has a prior completed Preliminary Economic Assessment (PEA) by Mine Development Associates (MDA) showing measured, indicated, and inferred resources of 1.1 million oz. of gold and 285 million lbs. of copper. The PEA was completed in 2012 at a lower gold price and shows a Net Present Value (NPV)

of Copper King of \$160 million at \$1,100 gold. We are excited to move forward on advancing our development and exploration project."

The transaction is subject to customary closing conditions including regulatory approval and Dataram stockholder approval, and is expected to close by the end of Q2 FY 2017. ROTH Capital Partners, LLC is acting as the financial advisor to Dataram and Windels Marx Lane and Mittendorf LLP and Sichenzia Ross Friedman Ference LLP are serving as legal advisors to Dataram. Laxague Law, Inc. is serving as legal advisor to US Gold.

### **Important Additional Information will be Filed with the SEC**

Dataram plans to file with the SEC and mail to its stockholders a Proxy Statement in connection with the transaction. The Proxy Statement will contain important information about Dataram, US Gold, the transaction and related matters. Investors and security holders are urged to read the Proxy Statement carefully when they are available. Investors and security holders will be able to obtain free copies of the Proxy Statement and other documents filed with the SEC by Dataram through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov).

In addition, investors and security holders will be able to obtain free copies of the Proxy Statement from Dataram by contacting Dataram's Investor Relations Department at 866-976-4784. Dataram and US Gold, and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies in respect of the transactions contemplated by the Agreement. Information regarding the Dataram's directors and executive officers is contained in Dataram's proxy statement dated October 26, 2015 which is filed with the SEC. To the extent holdings of securities by such directors or executive officers have changed since the amounts printed in the 2016 proxy statements, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. More detailed information regarding the identity of potential participants, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the Proxy Statement/Prospectus to be filed by Office Depot in connection with the transaction.

### **About Dataram Corporation**

Dataram is a leading independent manufacturer of memory products and provider of performance solutions that increase the performance and extend the useful life of servers, workstations, desktops and laptops sold by leading manufacturers such as Dell, Cisco, Fujitsu, HP, IBM, Lenovo and Oracle. Dataram's memory products and solutions are sold worldwide to OEMs, distributors, value-added resellers and end users. Additionally, Dataram manufactures and markets a line of Intel Approved memory products for sale to manufacturers and assemblers of embedded and original equipment. 70 Fortune 100 companies are powered by Dataram. Founded in 1967, the Company is a US based manufacturer, with presence in the United States, Europe and Asia. For more information about Dataram, visit [www.dataram.com](http://www.dataram.com).

### **Safe Harbor**

*The information provided in this press release may include forward-looking statements relating to future events, such as the development of new products, pricing and availability of raw materials or the future financial performance of the Company. Actual results may differ from such projections and are subject to certain risks including, without limitation, risks arising from: changes in the price of memory chips, changes in the demand for memory systems, increased competition in the memory systems industry, order cancellations, delays*

*in developing and commercializing new products 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](http://www.sec.gov). The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.*

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