

April 6, 2017



Dataram Corporation Holds Special Meeting of Shareholders

Shareholders Approve Merger of Dataram Corporation and U.S. Gold Corp.

PRINCETON, N.J., April 06, 2017 (GLOBE NEWSWIRE) -- Dataram Corporation (NASDAQ:DRAM), an independent manufacturer of memory products and provider of performance solutions, announced the results of the Company's special shareholder meeting that was held on March 30, 2017 at 10:00 AM ET.

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

- The Agreement and Plan of Merger, as amended and restated, between the Company, Dataram Acquisition Sub, Inc., U.S. Gold Corp. and Copper King LLC and the issuance of an aggregate of (i) up to 45,880,820 shares of common stock (including shares of common stock issuable upon conversion of the Company's to-be designated Series C Convertible Preferred Stock), (ii) options to purchase up to 925,833 shares of the common stock at an exercise price equal to \$0.90 per share and (iii) warrants to purchase up to 1,809,436 shares of common stock at an exercise price of \$0.66 per share as well as the approval of a change in control resulting the merger in accordance with The NASDAQ Stock Market Rules;
- A certificate of amendment to the Company's Articles of Incorporation to increase the authorized number of shares of common stock and preferred stock to 200,000,000 shares from 54,000,000 shares and 50,000,000 shares from 5,000,000 shares, respectively;
- The granting of the authority to the Board of Directors, in its sole discretion, to implement a reverse stock split of the Company's issued and outstanding Common Stock by a ratio of not less than 1-for-2 and not more than 1-for-10 at any time prior to March 30, 2018.

"This marks the beginning of a new and exciting chapter in Dataram's 50-year history as we transform the Company from a U.S.-based manufacturer of memory products into a diversified business that operates in the natural resources and technology segments," stated Dave Moylan, Dataram's Chairman and CEO. "Post-merger, we plan to accelerate and amplify the established momentum of U.S. Gold's junior mining business and focus on bringing the Keystone and Copper King properties closer to production while we continue to evolve the memory technology business. We will also maintain our focus on strategic opportunities which include pursuit of organic and inorganic growth to maximize long-term shareholder value."

The closing of Dataram's acquisition of U.S. Gold Corp. is subject to the satisfaction of customary closing conditions and deliverables.

About Dataram Corporation

Dataram is a 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.

All names are trademarks or registered trademarks of their respective owners.

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, and the pending acquisition of U.S. Gold Corp, and any anticipated benefits of the merger, and the success of U.S. Gold with respect to any of its exploration activities. 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, risks with respect to U.S. Gold faced by junior exploration companies generally engaged in pre-production activities, and other factors described in the Company's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, filed with the Securities and Exchange Commission, which can be reviewed at www.sec.gov. The Company has based these forward-looking statements on its current expectations and assumptions about future events. While management considers these expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory, and other risks, contingencies, and uncertainties, most of which are difficult to predict and many of which are beyond the Company's control. The Company does not assume any obligations to update any of these forward-looking statements.

Source: Dataram Corporation

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