

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

FORM 10-K

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

For the fiscal year ended April 30, 2021

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 East 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)

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, \$0.001 par value	USAU	NASDAQ Capital Market

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes No

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Exchange Act from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 (“Exchange Act”) 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 (§ 229.405 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 has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

As of October 31, 2020, the aggregate market value of the voting and non-voting shares of common stock of the registrant issued and outstanding on such date, excluding shares held by affiliates of the registrant as a group, was \$27,619,984. This figure is based on the closing sale price of \$8.11 per share of the Registrant’s common stock on October 30, 2020.

Number of shares of Common Stock outstanding as of July 28, 2021: 7,090,621

DOCUMENTS INCORPORATED BY REFERENCE

The information called for by Part III of this Form 10-K is incorporated herein by reference from the registrant’s Definitive Proxy Statement for its 2021 annual meeting of stockholders which the registrant intends to file pursuant to Regulation 14A not later than 120 days after the end of the fiscal year covered by this report.

U.S. GOLD CORP
INDEX

	<u>Page</u>
Part I	
Item 1. Business	1
Item 1A. Risk Factors.....	28
Item 1B. Unresolved Staff Comments	43
Item 2. Properties	43
Item 3. Legal Proceedings	43
Item 4. Mine Safety Disclosures.....	43
Part II	
Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	44
Item 6. [Reserved]	44
Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations	44
Item 7A. Quantitative and Qualitative Disclosures About Market Risk	51
Item 8. Financial Statements and Supplementary Data	51
Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.....	53
Item 9A. Controls and Procedures.....	53
Item 9B. Other Information.....	54
Part III	
Item 10. Directors, Executive Officers, and Corporate Governance	55
Item 11. Executive Compensation.....	57
Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	57
Item 13. Certain Relationships and Related Transactions and Director Independence	57
Item 14. Principal Accounting Fees and Services	57
Part IV	
Item 15. Exhibits and Financial Statement Schedules.....	58
Item 16. Form 10-K Summary	59
Signatures	60

FORWARD-LOOKING STATEMENTS

Some information contained in or incorporated by reference into this Annual Report on Form 10-K may contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern our anticipated results and developments in our operations in future periods, planned exploration and development of our properties, plans related to our business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. These statements include, but are not limited to, comments regarding:

- our plans to conduct geologic surveys and determine the scope of our drilling program during our fiscal year ended April 30, 2022,
- the timing, duration and overall impact of the COVID-19 pandemic on our business and exploration activities,
- the impact of public health threats and outbreaks of other highly communicable diseases,
- the strength of the world economies,
- fluctuations in interest rates and foreign exchange rates,
- changes in governmental rules and regulations or actions taken by regulatory authorities,
- our ability to maintain compliance with the NASDAQ Capital Market's (the "NASDAQ") listing standards,
- the conclusions of additional exploration programs and related studies,
- expectations and the timing and budget for exploration and future exploration of our properties,
- our planned expenditures during our fiscal year ended April 30, 2022 and future periods,
- our estimates of the cost of future permitting changes and additional bonding requirements,
- future exploration plans and expectations related to our properties,
- 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,
- statements concerning our financial condition,
- our anticipation of future environmental and regulatory impacts,
- our ability to retain key management and mining personnel necessary to successfully operate and grow our business,
- potential conflicts of interest involving members of our Board of Directors (the "Board") and senior management,
- our business and operating strategies,
- statements related to operating and legal risks, including potential liability from pending or future litigation, and
- other factors detailed in this Annual Report on Form 10-K and from time to time in our quarterly reports and periodic reports.

We use the words "anticipate," "continue," "likely," "estimate," "expect," "may," "could," "will," "project," "should," "believe" and similar expressions (including negative and grammatical variations) 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 various factors described in the Risk Factors in Item 1A of this Annual Report.

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. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those specifically addressed under the heading "Risk Factors" below, as well as those discussed elsewhere in this Annual Report on Form 10-K. You should not unduly rely on any of our forward-looking statements. These statements speak only as of the date of this Annual Report on Form 10-K. 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 Annual Report on Form 10-K.

ADDITIONAL INFORMATION

Descriptions of agreements or other documents contained in this Annual Report on Form 10-K are intended as summaries and are not necessarily complete. Please refer to the agreements or other documents filed or incorporated herein by reference as exhibits. Please see the exhibit index at the end of this report for a complete list of those exhibits.

We are required to comply with the United States Securities and Exchange Commission (“SEC”) Industry Guide 7 under the United States Securities Act of 1933, as amended (the “Securities Act”), with respect to disclosures related to our mineral properties. The terms “mineralized material”, “mineralization” or similar terms as used in this Annual Report on Form 10-K do not indicate “reserves” by SEC Industry Guide 7 standards. We cannot be certain that any part of mineralized material or mineralization will ever be confirmed or converted into SEC Industry Guide 7 compliant “reserves”. Investors are cautioned not to assume that all or any part of the mineralized material will ever be confirmed or converted into reserves or that mineralized material can be economically or legally extracted.

PART I

Item 1. BUSINESS

Overview

U.S. Gold Corp., formerly known as Dataram Corporation (the “Company”), was incorporated under the laws of the State of Nevada in 2016 and was originally incorporated in the State of New Jersey in 1967. 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 opportunities primarily in Wyoming, Nevada and Idaho.

We are an exploration company that owns certain mining leases and other mineral rights comprising the CK Gold Project in Wyoming the Keystone and Maggie Creek Projects in Nevada and the Challis Gold Project in Idaho. None of our properties contain any proven and probable reserves under SEC Industry Guide 7, and all of our activities on all of our properties are exploratory in nature.

Effective as of 5:00 pm Eastern Time on March 19, 2020, the Company filed an amendment to the Articles of Incorporation to effect a reverse stock split of the issued and outstanding shares of its common stock, par value \$0.001 per share, at a ratio of one share for ten shares. All share and per share information in this Annual Report on Form 10-K has been retroactively adjusted to reflect the reverse stock split.

Recent Developments

COVID-19 Developments

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China and reached multiple other countries, resulting in government-imposed quarantines, travel restrictions and other public health safety measures in China and other countries. On March 12, 2020, the WHO declared COVID-19 to be a global pandemic, and the COVID-19 pandemic has resulted in significant financial market volatility and uncertainty. If the COVID-19 pandemic continues on a prolonged basis or becomes more severe, this could result in a continuation or worsening of the levels of market disruption and volatility seen in the recent past and could have an adverse effect on the Company’s ability to access capital, on the Company’s business, results of operations and financial condition, and on the market price of its common stock.

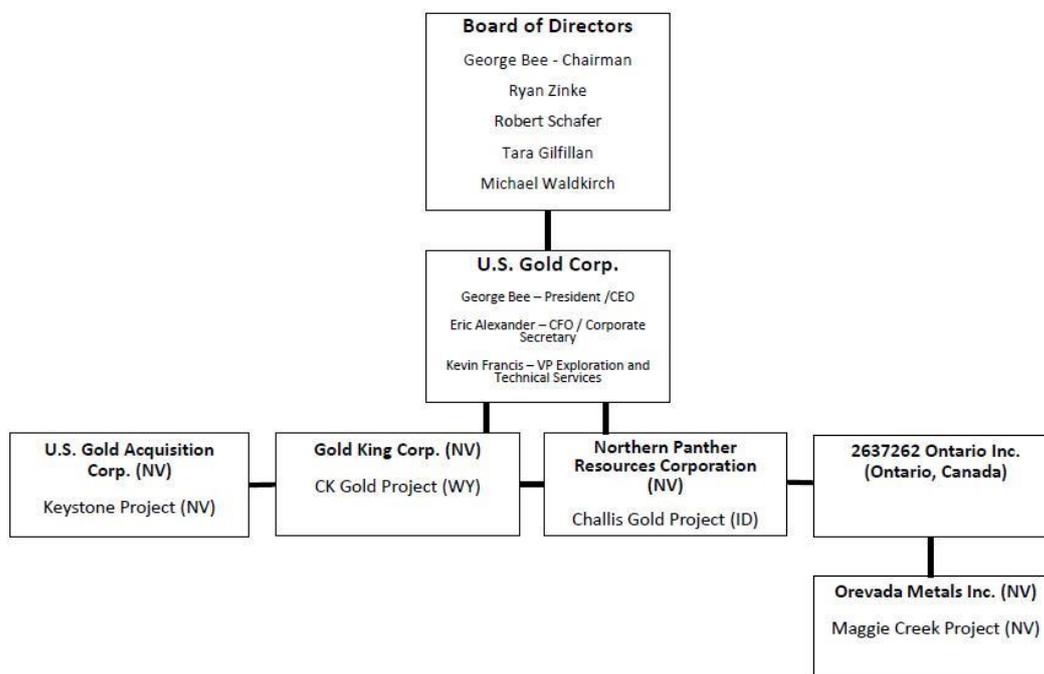
The Company, or its people, investors, contractors or stakeholders, has been prevented from free cross-border travel or normal attendance to activities in conducting its business at trade shows, presentations, meetings or other activities meant to promote or execute its business strategy and transactions. The Company has been prevented from receiving goods or services from contractors. Decisions beyond the Company’s control, such as canceled events, restricted travel, barriers to entry or other factors have affected or may affect its ability to accomplish drilling programs, technical analysis of completed exploration actions, equity raising activities, and other needs that would normally be accomplished without such limitations. Furthermore, the Company’s exploration activities rely heavily on outside contractors and importation of specialized equipment. The COVID-19 pandemic has caused disruptions in travel, access to parts and machinery and accessing our exploration properties with contractors. Although travel restrictions have been lifted at certain locations, there can be no assurance that travel and property access will resume fully in the near future.

Moreover, the COVID-19 pandemic has made and continues to make indeterminable adverse effects on general commercial activity and the world economy, and the Company’s business and results of operations could be adversely affected to the extent that COVID-19 or any other epidemic harms the global economy generally.

The Company does not yet know the full extent of potential delays or impact on its business, its relationship with its business partners, or the global economy as a whole. However, any one or a combination of these events could have an adverse effect on the Company’s other business operations.

Corporate Organization Chart

The name, place of incorporation, continuance or organization and percent of equity securities that we own or control as of July 29, 2021 for each of our subsidiaries is set out below.



Corporate Address

The current address, telephone number of our offices are:

U.S. Gold Corp.
1910 E. Idaho Street, Suite 102-Box 604
Elko, NV 89801
(800) 557-4550

We make available, free of charge, on or through our website, at <https://www.usgoldcorp.gold>, our annual report on Form 10-K, our quarterly reports on Form 10-Q and our current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the U.S. Securities Exchange Act of 1934, as amended, and other information. Our website and the information contained therein or connected thereto are not intended to be, and are not, incorporated into this annual report on Form 10-K. The SEC maintains an Internet website (<http://www.sec.gov>) that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Employees

As of April 30, 2021, we had 3 full-time employees and no part-time employees. In addition, we use consultants with specific skills to assist with various aspects of our project evaluation, due diligence, corporate governance and property management.

OUR MINERAL PROPERTIES AND PROJECTS

CK Gold Project, Wyoming

The CK Gold Project (the “CK Gold Project”) consists of certain mining leases and other mineral rights comprising the CK Gold, gold and copper exploration project located in the Silver Crown Mining District of southeast Wyoming.

Location and Access

The CK Gold Project is located in southeastern Wyoming, approximately 20 miles west of the city of Cheyenne, on the southeastern margin of the Laramie Range. The property covers about two square miles that include the S½ Section 25, NE¼ Section 35, and all of Section 36, T.14N., R.70W., Sixth Principal Meridian. Access to within an approximate 0.9 miles of the property is provided by paved and maintained gravel roads. An easement agreement providing access for exploration and other minimal impact activities has been negotiated with Ferguson Ranch Inc. on the S½ Section 25, T14N, R70W, and the W½ Section 30, T14N, R69W. The fee for this easement is \$10,000 per year, renewable each year prior to July 11.

The CK Gold property covers approximately 1,120 acres (about two square miles) that include the S½ of Section 25, NE¼ Section 35, and all of Section 36, T.14N., R.70W. The project is entirely located on land owned and administered by the State of Wyoming. There are no federal lands within or adjoining the CK Gold land position. Curt Gowdy State Park lies northwest of the property, partially within Section 26. The state park’s southeastern boundary is approximately 1,000 feet northwest of the property and approximately 3,000 feet northwest of the mineralized area. The CK Gold property position consists of two State of Wyoming Metallic and Non-metallic Rocks and Minerals Mining Leases.

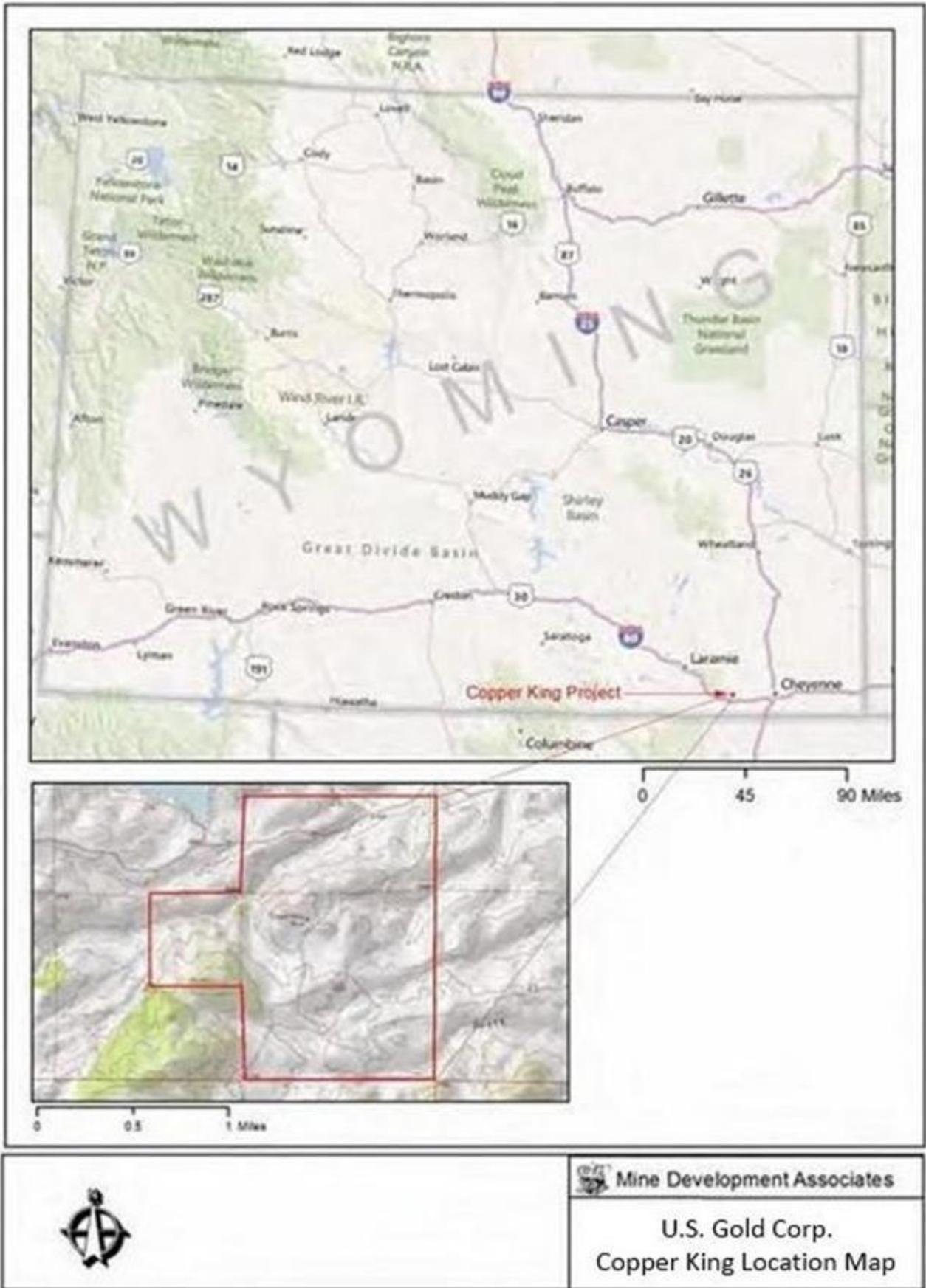


Figure 1 – CK Gold Project Location and Boundaries

Rights to the CK Gold Project

Our rights to the CK Gold Project arise under two State of Wyoming mineral leases:

1) *State of Wyoming Mining Lease No. 0-40828*

Township 14 North, Range 70 West, 6th P.M., Laramie County, Wyoming:

Section 36: All

2) *State of Wyoming Mining Lease No. 0-40858*

Township 14 North, Range 70 West, 6th P.M., Laramie County, Wyoming:

Section 25: S/2

Section 35: NE/4

Ownership of the mineral rights remains in the possession of the State of Wyoming as conveyed to the State by the United States, evidenced by 1942 patents for Section 36, and 1989 Order confirming title to Section 25 and 35. The State of Wyoming issued Mineral Leases for the mineral rights to Wyoming Gold Mining Company, Inc. (“Wyoming Gold”) in 2013 and 2014.

Lease 0-40828 was renewed by Wyoming Gold in February 2013 for a second ten-year term and Lease 0-40858 was renewed by Wyoming Gold for its second ten-year term in February 2014. Each lease requires an annual payment of \$2.00 per acre. These leases were assigned to us on June 23, 2014.

The following production royalties must 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:

FOB Mine Value per Ton	Percentage Royalty
\$00.00 to \$50.00.....	5%
\$50.01 to \$100.00.....	7%
\$100.01 to \$150.00.....	9%
\$150.01 and up.....	10%

History of Prior Operations and Exploration on the CK Gold Project

Limited exploration and mining were conducted on the CK Gold property in the late 1880s and early 1900s. Approximately 300 tons of material was reported to have been produced from a now inaccessible 160-foot-deep shaft with two levels of cross-cuts. A few small adits and prospect pits with no significant production are scattered throughout the property.

Since 1938, at least nine historic (pre-Strathmore Minerals Corp.) drilling campaigns by at least seven companies plus the U.S. Bureau of Mines have been conducted at CK Gold. The current project database contains 91 drill holes totaling 37,500 feet that were drilled before Wyoming Gold acquired the property. All but six of the drill holes are within the current resource area. Other work conducted at CK Gold by previous companies has included ground and aeromagnetic surveys as well as induced polarization surveys along with geochemical sampling, geologic mapping, and a number of metallurgical studies.

Wyoming Gold conducted an exploration drill program in 2007 and 2008. Thirty-five diamond core drill holes were completed for a total of 25,500 feet. The exploration permit, 360DN, has been terminated and the bond released. The focus of that work was to confirm and potentially expand the mineralized body outlined in the previous drill campaigns, increase the geologic and geochemical database leading to the creation of the current geologic model and mineralization estimate, and to provide material for further metallurgical testing. The CK Gold historic assay database for some 120 holes contains 8,357 gold assays and 8,225 copper assays. At least 10 different organizations or individuals conducted metallurgical studies on the gold-copper mineralization at the request of prior operators between 1973 and 2009. It was concluded that the process with the highest potential to yield good extractions of gold and copper would likely be flotation, followed by cyanidation of the flotation tailings.

Geological Summary of the CK Gold Project

The CK Gold Project is underlain by Proterozoic rocks that make up the southern end of the Precambrian core of the Laramie Range. Metavolcanic and metasedimentary rocks of amphibolite-grade metamorphism are intruded by the 1.4-billion-year-old Sherman Granite and related felsic rocks. Within the project area, foliated granodiorite is intruded by aplitic quartz monzonite dikes, thin mafic dikes and younger pegmatite dikes. Shear zones with cataclastic foliation striking N60°E to N60°W are found in the southern part of the Silver Crown district, including at CK Gold. The granodiorite typically shows potassium enrichment, particularly near contacts with quartz monzonite. Copper and gold mineralization occur primarily in unfoliated to mylonitic granodiorite. The mineralization is associated with a N60°W-trending shear zone and disseminated and stockwork gold-copper deposits in the intrusive rocks. Some authors have categorized it as a Proterozoic porphyry gold-copper deposit. Hydrothermal alteration is overprinted on retrograde greenschist alteration and includes a central zone of silicification, followed outward by a narrow potassic zone, surrounded by propylitic alteration. Higher-grade mineralization occurs within a central core of thin quartz veining and stockwork mineralization that is surrounded by a zone of lower-grade disseminated mineralization. Disseminated sulfides and native copper with stockwork malachite and chrysocolla are present at the surface, and chalcopyrite, pyrite, minor bornite, primary chalcocite, pyrrhotite, and native copper are present at depth. Gold occurs as free gold.

The CK Gold exploration property contains oxide, mixed oxide-sulfide, and sulfide rock types. At the stated cutoff grade 0.015oz AuEq/ton, approximately 80% of the resource is sulfide material with the remaining 20% split evenly between the oxide and mixed rock types. There is consistent distribution of gold and copper, albeit generally low-grade, throughout this potential open-pit type deposit.

U.S Gold Corp. CK Gold Exploration Activities

In 2017, we performed two geophysical surveys at CK Gold. A district-wide ground magnetic survey was completed in June 2017 and an induced polarization study was completed in October 2017. In addition, a complete compilation of the historic drilling database was done. The compilation was critical to verifying the northwest extension target. After the detailed geophysical studies were completed and interpreted, we developed exploration drill targets. The exploration drill program was completed in the fall of 2017.

Preliminary Economic Assessment – CK Gold Property, WY

A Preliminary Economic Assessment (“PEA”) for the historic CK Gold deposit was updated by Mine Development Associates (MDA) and reported January 11, 2018. This PEA was prepared in accordance with Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) and the Canadian Institute of Mining, Metallurgy and Petroleum (the “CIM”) – *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended (the “CIM Definition Standards”), which differ from SEC Industry Guide 7. This PEA is preliminary in nature and should not be considered to be a pre-feasibility or feasibility study, as the economic and technical viability of the CK Gold Project have not been demonstrated at this time. Therefore, there can be no certainty that the estimates contained in the PEA will be realized. None of our properties contain any proven and probable reserves under SEC Industry Guide 7, and all of our activities on all of our properties are exploratory in nature.

2017 Drill Results – CK Gold Property, WY

On January 30, 2018, we announced the results of our 2017 exploration drill program at CK Gold. Hole CK17-01rc was a western step out hole from the historic deposit. The hole encountered mineralization of gold, copper, silver and zinc. Permitting and bonding for drilling at CK Gold through a “Notification of Intent to Explore for Noncoal Minerals” was approved by the State of Wyoming Department of Environmental Quality based in Cheyenne, Wyoming. Assay results and interval thicknesses obtained in CK17-01rc were similar in value and character to assay intervals encountered in the CK Gold deposit “main zone.” Assay results and characteristics of mineralization in this hole indicated the presence of a heretofore previously undiscovered zone of significant mineralization on the CK Gold project.

2018 Drill Results – CK Gold Property, WY

In October 2018, we announced the results of our 2018 eight-hole reverse circulation exploration drill program at CK Gold. The eight holes indicated that the CK Gold mineralization extended to the west, at least 200 meters, and maintains the historically measured and reported widths and depth to the deposit.

Drill Hole Analysis at CK Gold Property, WY

On February 21, 2019, we announced that Datamine of Denver, CO, completed a comprehensive drill hole analysis of our CK Gold gold-copper-silver-zinc deposit. Datamine included all of the historic drilling database and the step-out drill programs conducted by us in 2017 and 2018.

The Datamine study was designed to:

- Organize the entire drill hole database for three-dimensional modeling purposes to include all the potential economic metals, not just gold and copper as previously modeled;
- Provide detailed statistical analyses for informative and strategic interpretations;
- Provide wireframe, closed, shapes and grade shells for the deposit; and
- Provide indications, if any, for locations of additional discovery.

The Datamine updated exploration model indicates that the deposit potentially remains open to the southwest and also to the southeast and appears to have a curved configuration as opposed to a more confined, previous west-northwestward tabular configuration. The Datamine exploration model also illustrates various isoshells for gold, copper, silver and zinc.

We plan to use this new digital exploration model to assist with a future potential exploration drilling program that we believe could provide an opportunity to discover additional prospective ore extensions. We also plan to further explore for and characterize the high-grade target zones of mineralization within the deposit. We have reviewed the conclusions from the Datamine exploration model and have developed additional exploration programs based upon the results. We are also re-examining all existing regional exploration data for the purpose of identifying additional new target opportunities in the vicinity of CK Gold.

For fiscal 2020, the majority of our efforts focused on advancing the CK Gold project further towards an eventual production decision. This work of advancement continued in our fiscal 2021. Multiple outside contractors have been engaged for additional metallurgical, environmental, baseline and hydrological studies.

CK Gold Quality Control Procedures for Drilling, Sampling and Assaying

The CK Gold PEA outlines the drilling procedures; sample preparation, analysis and security; and data verification for historic drilling at CK Gold. MDA concludes that “data verification procedures support the geological interpretations and confirm the database quality. Therefore, the CK Gold database is adequate for estimating a potential mineral resource.” We continue to apply industry standard practices for drilling and sampling at CK Gold.

Specifically, drilling carried out in 2017 and 2018 by AK Drilling of Butte, Montana using a reverse circulation (“RC”) drill rig, followed industry standards. RC cuttings were run through a rotary splitter on the drill as drilling advanced, which is industry standard, and a representative sample collected from the discharge point of the splitter. Chip samples were bagged and labeled by the drillers and then shipped to Bureau Veritas Mineral Laboratories (“BV Labs”) in Sparks, NV for analysis. BV Labs crushed, split and pulverized 250g of rock to 200 mesh and fire assayed the samples. Assay certificates were received, analyzed, summarized and reported by our geologic team. As standard practice, certified blanks and standards were inserted into the sample stream at the lab on regular intervals, by us and BV Labs. As assay results were received the analyzed assay values for given blanks or standards were visually compared to the expected assay values, and if they fell within the expected range of deviation as provided by the blank-standard provider, they were considered “passed” and the assay results can be relied upon. If the analyzed results did not fall within the expected range of deviation, the blank or standard was considered “failed” and BV Labs was asked to re-run the blank or standard for gold fire-assay, along with the preceding two drill hole samples and the two proceeding the failed blank or standard. When re-run assay results were received, they were compared with the original results and deemed acceptable or not. All results to date have met our acceptability using the above-mentioned protocols.

On May 26, 2020, we announced our intention to advance the CK Gold Project towards the Pre-Feasibility Study level. Highlights of the anticipated activities included:

- Additional core drilling for detailed metallurgical testing and process optimization
- Remodeling of resources to incorporate new drilling and silver
- Analysis of silver on overall economics
- Analysis of processing rate
- Commencement of baseline studies
- Hydrology studies
- Mine plan engineering and permitting advancement

On September 9, 2020, we announced an exploration update and drilling commenced on September 3, 2020. We also announced a relogging of all the historic core and commencement of baseline environmental, geotechnical and hydrological studies.

On November 5, 2020, we announced a Pre-Feasibility update including:

- August initiated PFS Study for the CK Gold Project with associated consultants
- August 5th commenced complete re-log of historic drill core with oversight from highly experience consulting geologists
- September 5th kick-off meeting with diamond drill crew at project site
- October 2nd completed last of seven diamond core drill holes totaling 4,651 ft (1,418 m) to gather metallurgical samples from representative areas of the known resource
- October 3rd initiated the first of five planned geotechnical and hydrological diamond core holes to be completed in early November. Approximately 4,800 ft planned
- October 15th R/C drill rig on site to commence drilling on 6 well/monitoring holes for site water characterization and up to 10 exploratory holes aimed at infill drilling to convert inferred resource to measured/indicated category, as well as expand limits of known resources. Drilling will continue into November dependent on weather and progress and we anticipate a total footage of 12,000 ft before we demobilize for winter
- Contracted hydrological consultants to characterize local groundwater hydrology, open pit hydrology and surface hydro-geochemistry. Also, to establish project baseline for the natural hydrological conditions. Falling head and packer testing is ongoing during the drilling program
- Contracted geotechnical consultants to establish open pit stability and design parameters. Specific geotechnical logging, point load testing and lab sample selection is ongoing during the drilling program
- Contracted local environmental and permitting specialist to assist with environmental baseline program design and capture, permit application preparation. This includes the deployment of a monitoring station and assessment of drainages for any potential wetland impact
- Monitoring the delivery, chain of custody and QA/QC for assay values at the laboratory, prioritizing metallurgical samples to allow metallurgical work to commence later in the year as soon as representative composites can be identified once assay results are in

On December 2, 2020, we announced an end of field season update for the CK Gold Project.

Highlights of Field Activities:

- 11,655 man-hours worked with no lost time or medical reportable injuries
- No COVID-19 related cases reported
- No environmental incidents reported
- Over 100,000 ft of historic core relogged to foster a better geological interpretation of the resource
- 10,562 ft of core drilling captured material for metallurgical testing, geotechnical and hydrological characterization at an all-in cost of \$83/ft (less assays)
- 8,495 ft of reverse circulation drilling conducted to further explore and convert inferred resources to measured and indicated at an all-in cost of \$68/ft (less assays)
- 2,370 ft of monitoring wells drilled to establish hydrological regime at the project site and commence monitoring for environmental baseline in support of eventual permit applications
- Geotechnical logging of 4,910 ft of core to establish pit slope stability characteristics including the installation of vibrating wire piezometers in four holes for slope design and eventual monitoring
- Falling head and packer tests on several holes conducted to build a hydrological model aimed at establishing both open pit operational criteria and options for post mining land use of the open pit
- A soil sampling program conducted to cover the entire lease area aimed and exploration and condemnation for future plant construction
- Wetlands and surface water surveyed to characterize the site for future permitting, allowing avoidance of sensitive areas and support eventual permit application
- A meteorological station established to gather baseline conditions for eventual permitting

On December 16, 28 and 29, 2020, we announced drilling results from the CK Gold Project for four metallurgical holes. Highlights included 78.3 meters (257 feet) of 5.708 g/t gold equivalent from surface for hole CK20-04cB.

On January 27, 2021, we announced a CEO update on its CK Gold Project advancements including:

- Update on 2020 field activities at the CK Gold Project in Wyoming
- Announcement of encouraging initial project drill results
- Advancement of the CK Gold Project to the Pre-Feasibility Study

On February 23, 2021, we announced the CK Gold Project showed community support in Wyoming. On March 8, 2021, we announced an update on CK Gold Project metallurgy. On March 30, 2021, we announced a CK Gold Project update and additional drill results.

On May 4, 2021, we announced our plans for our summer 2021 field season activities at the CK Gold Project.

Keystone Project, Cortez Trend, Nevada

Location

The Keystone Project consists of 650 unpatented lode mining claims situated in Eureka County, Nevada. The claims making up the Keystone Project are situated in Eureka County, Nevada in Sections 2-4 and 9-11, Township 23 North, Range 48 East, and Sections 22-28, and 33-36 Township 24 North, all Range 48 East of the Mount Diablo Meridian.

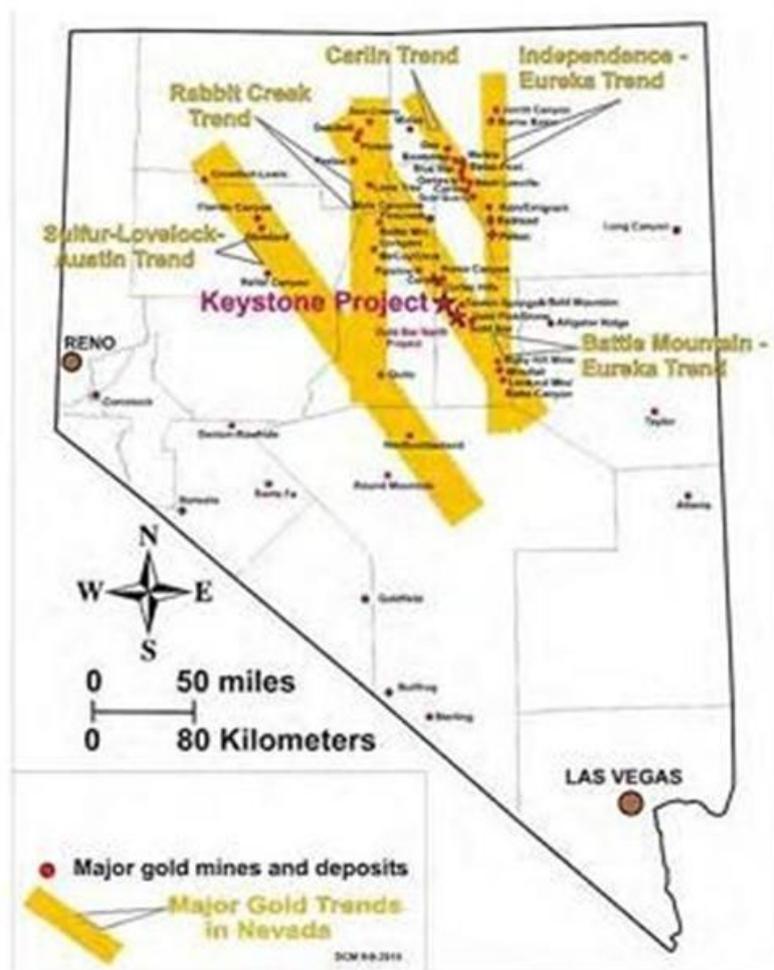


Figure 2 – Location of Keystone Project and Major Gold Trends in Nevada

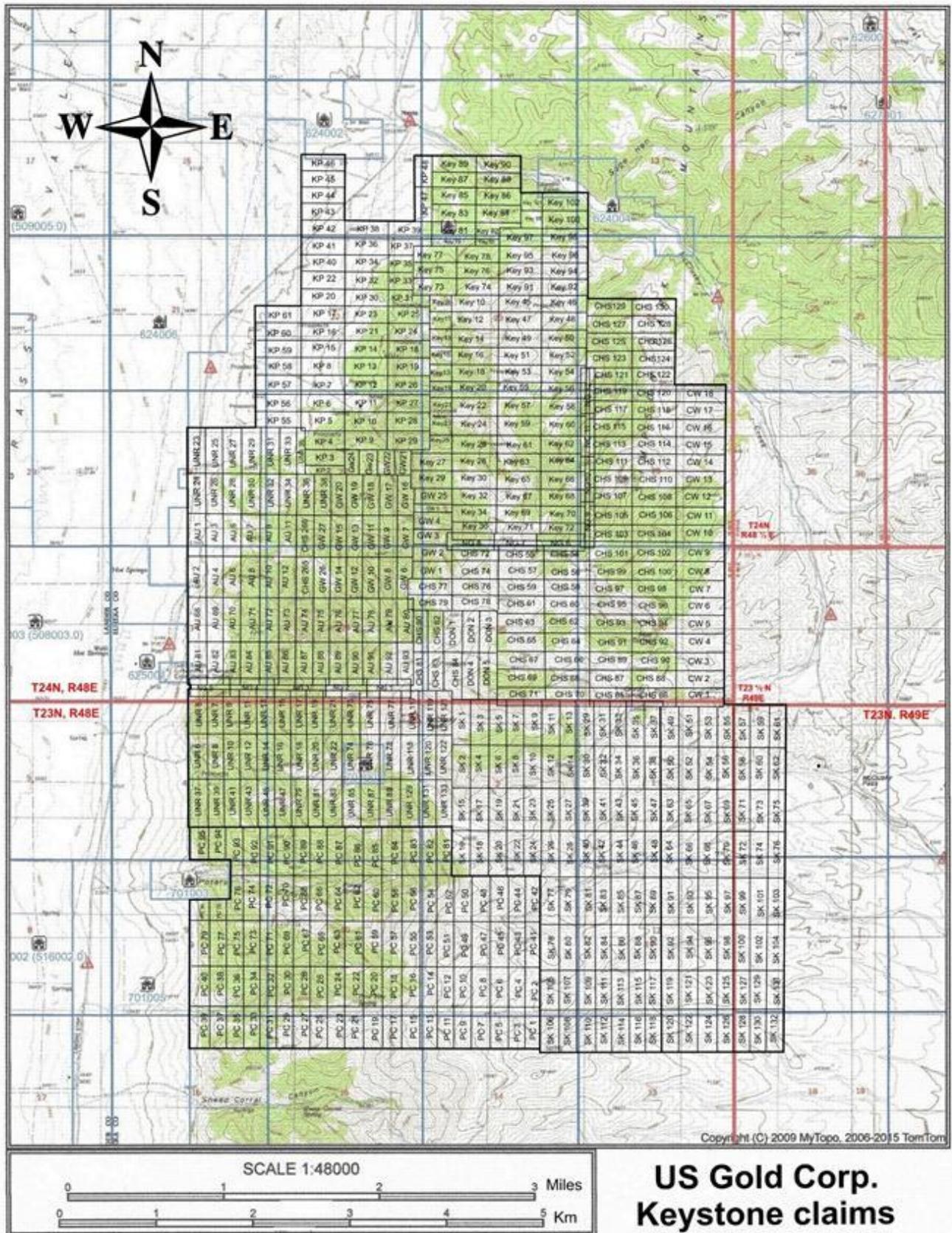


Figure 3 – Keystone Project Claim Boundaries

DCM 09-27-17

The Keystone Project is accessible via dirt roads. Navigation through the interior of the project is by off-road vehicle.

Title and Ownership for Keystone Project

The Keystone Project consists of unpatented mining claims located on federal land administered by the U.S. Bureau of Land Management (“BLM”). An annual maintenance fee of \$165 per claim per year must be paid to the Nevada BLM by September 1 of each year, and failure to make the payment on time renders the claims void.

In addition, the State of Nevada requires the claimant to file an Affidavit and Notice of Intent to Hold in the appropriate county by November 1 of each year. However, the failure to timely record an Affidavit does not affect a forfeiture of the claims, as does the failure to pay the federal claim maintenance fees by September 1. Instead, in the event of a conflict with a junior locator, the senior claimant must prove his intent to maintain the claims. This can generally be accomplished by producing a receipt showing payment of the federal claim maintenance fees to the BLM.

The federal claim maintenance fees are *prospective* and are paid for the ensuing assessment year. For example, payments made in August 2019 relate to the 2019-2020 assessment year running from September 1, 2019 to September 1, 2020. By comparison, the Nevada filings are *retrospective*, describing the assessment year just ended or about to end.

Congress has extended the claim maintenance requirements indefinitely. It will therefore be necessary for us to perform the following acts in order to maintain the claims in 2019-2020 and each year thereafter: (1) on or before September 1 of each year, we must pay a maintenance fee of \$165 per claim to the Nevada BLM, and (2) on or before November 1 of each year we must record an Affidavit and Notice of Intent to Hold in Eureka County.

We acquired the mining claims comprising the Keystone Project on May 27, 2016 from Nevada Gold Ventures, LLC and Americas Gold Exploration, Inc. (“Americas Gold”). Some of the Keystone claims are subject to pre-existing net smelter royalty (“NSR”) obligations. In addition, Nevada Gold Ventures, LLC retained additional NSR rights of 0.5% with regard to certain claims and 3.5% with regard to certain other claims. The unpatented mining claims comprising the Keystone Project, with applicable NSR obligations, are as follows:

1. Acquired 100% from Americas Gold; subject to a one percent (1%) NSR held by Wolfpack Gold Nevada Corp.; a two percent (2.0%) NSR with respect to precious metals and one percent (1.0%) NSR with respect to all other metals and minerals held by Orion Royalty Company, LLC; and a one-half percent (0.5%) NSR to Nevada Gold Ventures, LLC.

27 unpatented lode mining claims situated in Eureka County, Nevada, in Sections 33 and 34, Township 24 North, Range 48 East, and Sections 3, 4, 9, and 10, Township 23 North, Range 48 East, Mount Diablo Base Line and Meridian.

2. Acquired 100% from Americas Gold; subject to a three and one-half percent (3.5%) NSR to Nevada Gold Ventures, LLC

13 unpatented lode mining claims situated in Eureka County, Nevada, in Sections 27, 28 and 35, Township 24 North, Range 48 East, and Sections 2 and 3, Township 23 North, Range 48 East, Mount Diablo Base Line and Meridian.

3. Acquired 100% from Nevada Gold Ventures, LLC; subject to a three and one-half percent (3.5%) NSR to Nevada Gold Ventures, LLC

28 unpatented lode mining claims situated in Eureka County, Nevada, in Sections 2 & 11, Township 23 North, Range 48 East, Mount Diablo Base Line and Meridian.

4. Acquired 50% from Nevada Gold Ventures, LLC, 50% from Americas Gold, subject to a three and one-half percent (3.5%) NSR to Nevada Gold Ventures, LLC

216 unpatented lode mining claims, alphabetically ordered, situated in Eureka County, Nevada, in Sections 22, 23, 24, 25, 26, 27, 28, 33, 34, 35 & 36, Township 24 North, Range 48 East, Mount Diablo Base Line and Meridian.

Under the terms of the Purchase and Sale Agreement, we may buy down 1% of the NSR owed to Nevada Gold Ventures LLC at any time through the fifth anniversary of the closing date for \$2,000,000. In addition, we may buy down an additional 1% of the NSR owed to Nevada Gold Ventures, LLC anytime through the eighth anniversary of the closing date for \$5,000,000. At April 30, 2021, we have not bought down any portion of the NSR. The decision to make a buy down payment would be driven by our progress in identifying an economic mineral resource, coupled with financial factors, such as available cash or an expressed interest by larger producing companies to enter into joint ventures or development arrangements. We are not in a position to make such a buy down payment at this time.

History of Prior Operations and Exploration on the Keystone Project

No comprehensive, modern-era, model-driven exploration has ever been conducted on the Keystone Project. Newmont drilled 6 holes in the old base metal and silver Keystone mine area in 1967 and encountered low grade (+/- 0.02 opt) gold intercepts. Chevron staked the property in 1981-1983 and drilled 27 shallow drill holes, continued by an agreement with USMX that drilled an additional 19 shallow holes; significant amounts of low grade and anomalous gold were intersected, but results were considered uneconomic, and the project was dropped. In 1988 and 1989, Phelps Dodge acquired a southern portion of the district and drilled 6 holes, one of which contained gold mineralization in its total depth and was subsequently deepened in 1990 resulting in over 200' of low-grade gold mineralization. About this time Coral Resources acquired a northern portion of the property and drilled 21 shallow holes to follow-up previous drill intercepts. 1995-1997, Golden Glacier, a junior company, acquired the north end of the district, and Uranerz a portion of the southern area; 6 holes were drilled in the north and only 2 holes in the south, respectively. The entire district was dropped by all parties.

In 2004, with the discovery of Cortez Hills and escalating gold prices, Nevada Pacific Gold, Great American Minerals (Don McDowell), and Tone Resources (Dave Mathewson) competed in claim staking the entire district. Subsequently, Don McDowell, founder of Great American Minerals approached Placer Dome (prior to Barrick acquisition) who discovered Pipeline and Cortez Hills, and who correctly recognized the Keystone district potential. Placer Dome entered into separate joint venture agreements with Nevada Pacific and Great American. The following year Barrick Gold bought Placer Dome and dropped all Placer Dome's Nevada exploration projects and joint ventures, including Keystone. In 2006, Nevada Pacific and Tone were purchased by McEwen Mining. McEwen Mining, drilled 35 holes mostly near the north end of the district; targeting the range front pediment and the historic Keystone Mine. McEwen Mining dropped their Keystone claims and quit claimed them to Dave Mathewson and NV Gold Ventures. NV Gold Ventures and American Gold staked their own additional claims in the district. This expanded group of claims was acquired in the original Keystone Purchase Agreement. We have staked additional claims in the district, such as Potato Canyon, since acquiring the project.

Geological Potential of the Keystone Project

To date, a technical report has not been prepared on the Keystone Project. Keystone is positioned on the prolific Cortez gold trend, one of the world's leading gold producing regions. The Keystone Project is centered on a granitic intrusion that warped the local Paleozoic stratigraphy into a dome, allowing for exposure of highly favorable Devonian, Carboniferous (Mississippian-Pennsylvania) and Permo-Triassic rocks including key likely host rocks for mineralization, the silty carbonate strata of the Horse Creek Formation and the Wenban limestone, as well as possible sandy clastic units of the Diamond Peak Formation. The Horse Canyon and Wenban rocks are the primary host rocks at the nearby Cortez Hills Mine and Gold Rush deposit currently operated by Barrick Gold.

Keystone Plan of Operations (POO) Approval and Fall 2018 Drill program

On September 7, 2018 the U.S. Federal Government's Department of the Interior, BLM approved the previously filed Environmental Assessment (EA) and Plan of Operations (POO) for our Keystone Project on Nevada's Cortez Gold Trend. The POO was subject to additional oversight and approval from the Nevada Department of Environmental Protection (NDEP), which was received at the end of October 2018. Exploration related disturbance and reclamation bonding is possible in multiple phases of up to 50 acres each up to a total of 200 acres. On October 10, 2018, we received a letter from the BLM giving notice to proceed with our previously filed 2018 exploration plan. In September 2018, we advanced an additional reclamation bond payment of \$319,553 for the first 50-acre disturbance. Total reclamation bond balance on the Keystone project total \$355,347. After receiving all final permits and sign offs for road work, drill pad and surface disturbance, in November 2018, we commenced our Autumn 2018 drilling program at Keystone.

Master of Science Thesis – Keystone Property, NV

Gabriel E. Aliaga (“Gabriel”) is a Geology major at the University of Nevada, Reno, studying under Dr. Michael W. Ressel. Over the past two years, Gabriel worked on the Keystone project under a sponsorship by us. Gabriel worked directly with Dave Mathewson, our former Vice President of Exploration, and Tom Chapin, Senior Consulting Geologist.

Gabriel completed his Master of Science Thesis in Geology (“Master Thesis”) entitled, “Igneous Geology of the Keystone Window, Simpson Park Mountains, Eureka County, Nevada: Age, Distribution Composition and Relationship to Carline-style Gold Mineralization”, dated December 2018.

Gabriel’s Master Thesis focused on the geology of the Keystone project. Before his work there was relatively little quality historical information data generated in the Keystone district. Gabriel’s work increased our overall understanding of the geology and opportunity of the Keystone district and resulted in important understandings of the district geology and age dating of the intrusives and associated hydrothermal gold systems at Keystone. It also provided some valuable timing information and mineral association characterization ranging from skarn mineralization to the broad, pervasive, epithermal-style mineralization.

We believe we are exploring a complex early Tertiary gold system comparable in size and character to many of the known large gold systems. The multiple and clustered intrusives and extrusives at Keystone range in composition from intermediate to very siliceous. All of the dates from numerous samples of these intrusive and extrusive rock units are early Tertiary (Eocene) in age and range from about 36 to 34.5Ma (million years ago). Age dating of illite alteration of andesite dikes at Keystone, believed to be associated with a major gold-epithermal event, provided dates of 35.71 \pm 0.12Ma, and 35.54 \pm 0.06Ma. These Keystone dates compare very closely with reported mineralization-related age dates from the major Cortez Hills gold deposit to the north, ranging from 35.70 \pm 0.14 to 35.31 \pm 0.37Ma (Arbonies, DG, Creel, KD, and Jackson, ML, 2010, Geological Society of Nevada Symposium Volume p.457).

In addition, Keystone has an important and large aeromagnetic expression of about 25sq km; this geophysical anomaly is comparable in size to those of the central and south Carlin and Battle Mountain District aeromagnetic expressions. Our geologists believe the hydrothermal gold system at Keystone is roughly comparable in size to those within the Twin Creeks, Battle Mountain, Carlin Trend, and Cortez Districts.

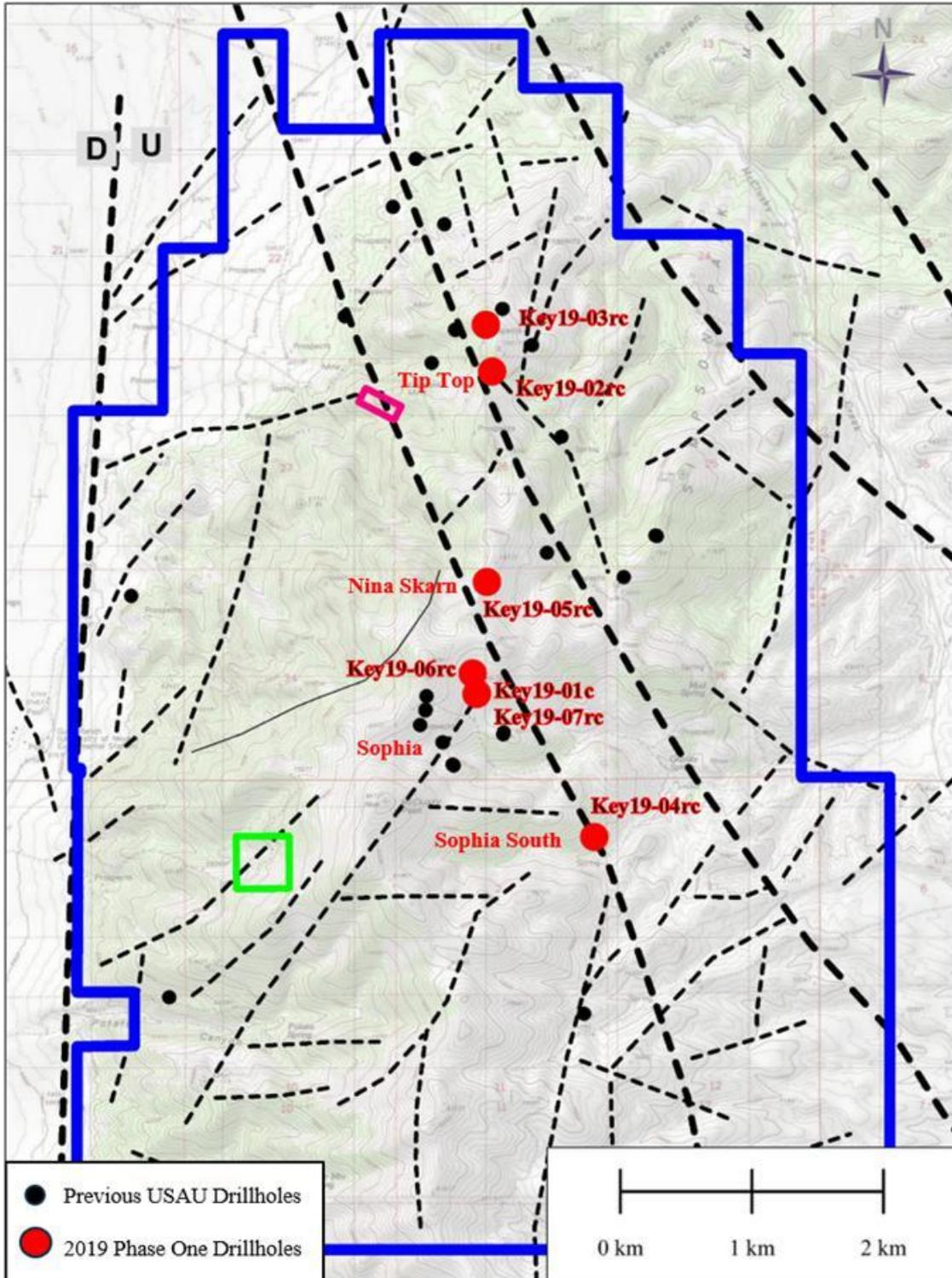
On July 8, 2019, U.S. Gold Corp. announced that two new technical updates for the Keystone Project have been uploaded to their website. An updated Keystone Technical Presentation analysis is a follow up to the previous December 2017 Keystone Technical Presentation.

In addition, U.S. Gold Corp. announced it received an updated report from Thomas Chapin. Tom has been U.S. Gold Corp.’s Senior Consulting Geologist and has worked diligently over 3 years mapping the entire Keystone district.

2019 Drill Program at Keystone Property, NV

On June 6, 2019, we announced the commencement of the 2019 drilling program at the Keystone Project. The program was designed to test several drill targets in areas previously inaccessible with a drill because of permitting limitations and follow up on encouraging results from late 2018 drilling. Identification and qualification of these targets has been in progress since the onset of the exploration program almost 4 years ago. This targeting effort has included iterative detailed gravity surveys, detailed geological mapping and associated prospecting, rock sampling and detailed gridded soil surveys, in addition to prior scout hole drilling. 2016-2018 scout-type drill holes, comprised of 34 individual holes drilled from 15 total drill sites, have importantly added to the knowledge of, and geological understandings of the permissive lithologies and favorable stratigraphy of the project. Scout drilling encountered thick sections of permissive host rocks, including Comus, Horse Canyon, Wenban, and Roberts Mountains Formations (similar host rock packages to the sizeable deposits at the north of the Cortez Trend), hosting anomalous to multiple gram gold intervals associated with very anomalous and thick intervals of pathfinder metals. The 2019 drilling program provided a first test to some of the most compelling targets on the Keystone project.

On November 12, 2019, U.S. Gold Corp. announced results of its 2019 drilling program and receipt of all the drill-hole assay results from the 20 square mile Keystone project, in Nevada's Cortez Trend. This program was comprised of six reverse circulation target assessment holes, and one core hole to follow up on the encouraging results from last year in hole Key18-09rc. The seven holes comprise a total of 13,177 feet (4,016 m), testing specific drill targets within four target areas, including the Sophia, Tip Top, Sophia South and Nina Skarn target areas (see the map below).



Five of the seven holes intersected significant gold assays, highlighted by Key19-05rc, the first ever drill-hole test of the Nina Skarn target, a +700m long coincident gold-bismuth-tellurium rock and soil anomaly defined by surface sampling in 2018. **Key19-05rc** encountered two thick intervals of strong, mostly oxide gold mineralization: **67.06m of 0.194 gpt from 12.2m** and **76.2m of 0.224 gpt from 150.9m** (see the photo below).



Of note, anomalous gold mineralization is present throughout the entire thickness of skarn altered Upper and Lower Plate rocks drilled, from surface to 414.5m. Cyanide solubility assays were run on selected intervals and demonstrate as much as 90% of the contained gold is cyanide soluble within one hour, suggesting this style of mineralization is amenable to cyanide extraction. Detailed intercepts for Key19-05rc are given below in Table 1. The entire assay sequence of the hole, including visual metallurgical and cyanide soluble characteristics, is attached below to better illustrate grade continuity (see link below: Figure 4: Key19-05rc Gold Assays and Metallurgical Characteristics), along with a cross section of the drill-hole (see link below: Figure 5: Key19-05rc Cross-section). True thicknesses are unknown at this time.

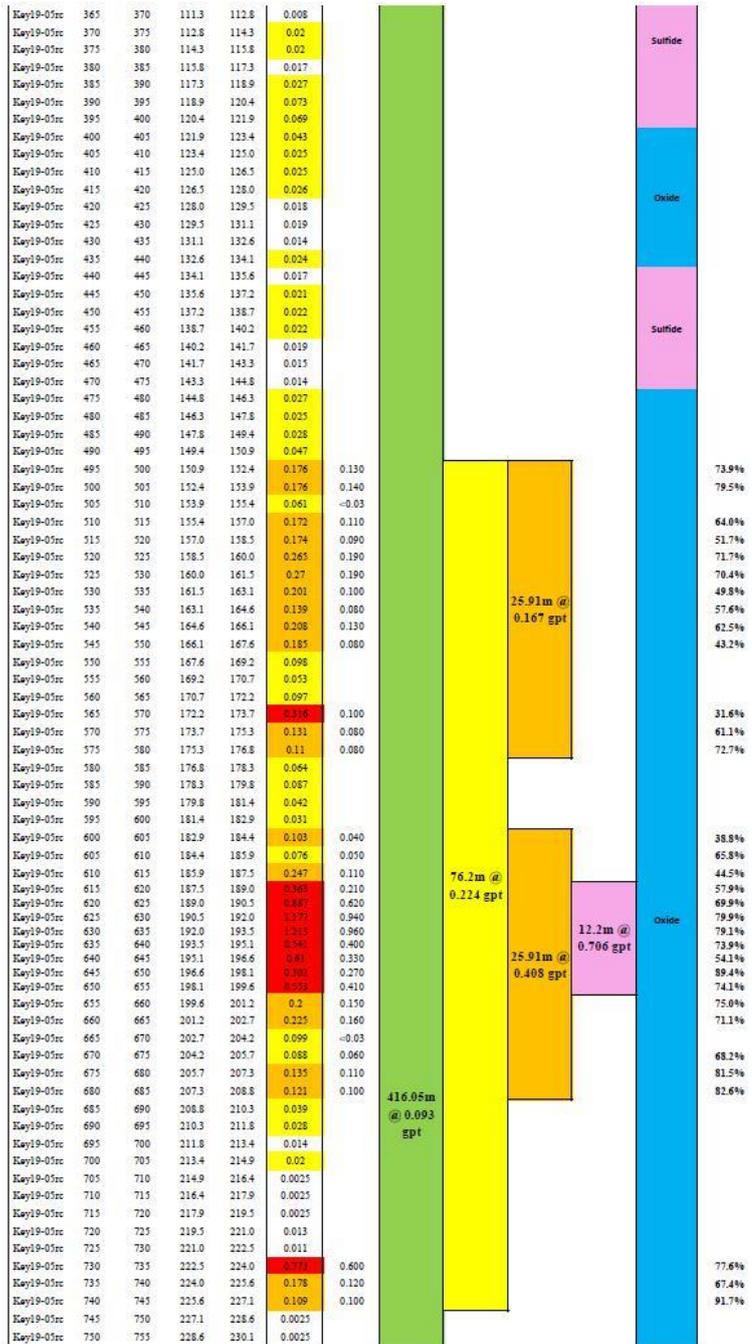
The potential to expand upon mineralization encountered in Key19-05rc along the +700m Nina Skarn anomaly is good, with overall additional potential for 2km strike-length along the Walti stock contact. To the north of Nina Skarn, near the old Keystone mine, rock chip samples of skarn with +27 gpt Au assays are present, and to the south of Key19-05rc, 6m of 1.13 gpt Au was encountered last year in Key18-09rc, hosted in Comus skarn. See the attached figure below, which illustrates these points and surface Au-Bi-Te anomalies relative to Key19-05rc (Figure 6. Gold Skarn Potential Areas of Keystone).

Key19-05rc	From (m)	To (m)	Length (m)	Au intercept (gpt)
	12.2	77.7	67.06	0.194
Including	12.2	19.8	9.14	0.333
and	36.6	65.5	30.48	0.273
	150.9	225.6	76.2	0.224
including	150.9	175.3	25.91	0.167
and	182.9	207.3	25.91	0.408
including	187.5	198.1	12.2	0.706

Table 1. Key19-05rc Gold Intercepts

Figure 4. Key19-05rc Gold Assays and Metallurgical Characteristics

Hole	From (ft)	To (ft)	From (m)	To (m)	Key19 Au ppm	Cyanide Solubility Au ppm	Au g/tonne = Au gpt		Oxide Sulfide	Percent (%) 1 hr Cyanide Soluble Au
							-0.005 ppm Au entered as 0.0025 ppm	Intercept g/tonne		
Key19-05rc	0	5	0.0	1.5	0.044					
Key19-05rc	5	10	1.5	3.0	0.024					
Key19-05rc	10	15	3.0	4.6	0.037					
Key19-05rc	15	20	4.6	6.1	0.017					
Key19-05rc	20	25	6.1	7.6	0.015					
Key19-05rc	25	30	7.6	9.1	0.022					
Key19-05rc	30	35	9.1	10.7	0.035					
Key19-05rc	35	40	10.7	12.2	0.035					
Key19-05rc	40	45	12.2	13.7	0.04					61.0%
Key19-05rc	45	50	13.7	15.2	0.145					69.0%
Key19-05rc	50	55	15.2	16.8	0.094					74.5%
Key19-05rc	55	60	16.8	18.3	0.167					59.9%
Key19-05rc	60	65	18.3	19.8	0.121					66.1%
Key19-05rc	65	70	19.8	21.3	0.111					63.1%
Key19-05rc	70	75	21.3	22.9	0.069					
Key19-05rc	75	80	22.9	24.4	0.04					
Key19-05rc	80	85	24.4	25.9	0.091					
Key19-05rc	85	90	25.9	27.4	0.044					
Key19-05rc	90	95	27.4	29.0	0.039					
Key19-05rc	95	100	29.0	30.5	0.029					
Key19-05rc	100	105	30.5	32.0	0.056					
Key19-05rc	105	110	32.0	33.5	0.057					
Key19-05rc	110	115	33.5	35.1	0.047					
Key19-05rc	115	120	35.1	36.6	0.049					
Key19-05rc	120	125	36.6	38.1	0.899	0.310				79.1%
Key19-05rc	125	130	38.1	39.6	0.233	0.150				64.4%
Key19-05rc	130	135	39.6	41.1	0.205	0.170				82.9%
Key19-05rc	135	140	41.1	42.7	0.336	0.260				77.4%
Key19-05rc	140	145	42.7	44.2	0.137	0.100				73.0%
Key19-05rc	145	150	44.2	45.7	0.242	0.220				90.9%
Key19-05rc	150	155	45.7	47.2	0.267	0.210				78.7%
Key19-05rc	155	160	47.2	48.8	0.215	0.270				83.1%
Key19-05rc	160	165	48.8	50.3	0.194	0.120				61.9%
Key19-05rc	165	170	50.3	51.8	0.080	0.390				61.0%
Key19-05rc	170	175	51.8	53.3	0.099	0.180				53.1%
Key19-05rc	175	180	53.3	54.9	0.119	0.090				75.6%
Key19-05rc	180	185	54.9	56.4	0.135	0.090				66.7%
Key19-05rc	185	190	56.4	57.9	0.127	0.100				78.7%
Key19-05rc	190	195	57.9	59.4	0.211	0.160				75.8%
Key19-05rc	195	200	59.4	61.0	0.318	0.220				69.2%
Key19-05rc	200	205	61.0	62.5	0.709	0.170				33.7%
Key19-05rc	205	210	62.5	64.0	0.157	0.140				89.2%
Key19-05rc	210	215	64.0	65.5	0.082	0.040				48.5%
Key19-05rc	215	220	65.5	67.1	0.161	-0.03				
Key19-05rc	220	225	67.1	68.6	0.04					
Key19-05rc	225	230	68.6	70.1	0.015					
Key19-05rc	230	235	70.1	71.6	0.017					
Key19-05rc	235	240	71.6	73.2	0.021					
Key19-05rc	240	245	73.2	74.7	0.024					
Key19-05rc	245	250	74.7	76.2	0.038					
Key19-05rc	250	255	76.2	77.7	0.225					
Key19-05rc	255	260	77.7	79.2	0.163					
Key19-05rc	260	265	79.2	80.8	0.078					
Key19-05rc	265	270	80.8	82.3	0.066					
Key19-05rc	270	275	82.3	83.8	0.037					
Key19-05rc	275	280	83.8	85.3	0.026					
Key19-05rc	280	285	85.3	86.9	0.025					
Key19-05rc	285	290	86.9	88.4	0.023					
Key19-05rc	290	295	88.4	89.9	0.012					
Key19-05rc	295	300	89.9	91.4	0.011					
Key19-05rc	300	305	91.4	93.0	0.015					
Key19-05rc	305	310	93.0	94.5	0.02					
Key19-05rc	310	315	94.5	96.0	0.052					
Key19-05rc	315	320	96.0	97.5	0.038					
Key19-05rc	320	325	97.5	99.1	0.038					
Key19-05rc	325	330	99.1	100.6	0.032					
Key19-05rc	330	335	100.6	102.1	0.011					
Key19-05rc	335	340	102.1	103.6	0.024					
Key19-05rc	340	345	103.6	105.2	0.038					
Key19-05rc	345	350	105.2	106.7	0.071					
Key19-05rc	350	355	106.7	108.2	0.076					
Key19-05rc	355	360	108.2	109.7	0.027					
Key19-05rc	360	365	109.7	111.3	0.008					



Kay19-07rc	755	760	230.1	231.6	0.0025
Kay19-07rc	760	765	231.6	233.2	0.0025
Kay19-07rc	765	770	233.2	234.7	0.061
Kay19-07rc	770	775	234.7	236.2	0.0025
Kay19-07rc	775	780	236.2	237.7	0.0025
Kay19-07rc	780	785	237.7	239.3	0.0025
Kay19-07rc	785	790	239.3	240.8	0.0025
Kay19-07rc	790	795	240.8	242.3	0.0025
Kay19-07rc	795	800	242.3	243.8	0.0025
Kay19-07rc	800	805	243.8	245.4	0.0025
Kay19-07rc	805	810	245.4	246.9	0.0025
Kay19-07rc	810	815	246.9	248.4	0.0025
Kay19-07rc	815	820	248.4	249.9	0.0025
Kay19-07rc	820	825	249.9	251.5	0.0025
Kay19-07rc	825	830	251.5	253.0	0.0025
Kay19-07rc	830	835	253.0	254.5	0.0025
Kay19-07rc	835	840	254.5	256.0	0.024
Kay19-07rc	840	845	256.0	257.6	0.0025
Kay19-07rc	845	850	257.6	259.1	0.021
Kay19-07rc	850	855	259.1	260.6	0.011
Kay19-07rc	855	860	260.6	262.1	0.022
Kay19-07rc	860	865	262.1	263.7	0.016
Kay19-07rc	865	870	263.7	265.2	0.008
Kay19-07rc	870	875	265.2	266.7	0.029
Kay19-07rc	875	880	266.7	268.2	0.016
Kay19-07rc	880	885	268.2	269.7	0.043
Kay19-07rc	885	890	269.7	271.3	0.0025
Kay19-07rc	890	895	271.3	272.8	0.021
Kay19-07rc	895	900	272.8	274.3	0.009
Kay19-07rc	900	905	274.3	275.8	0.007
Kay19-07rc	905	910	275.8	277.4	0.029
Kay19-07rc	910	915	277.4	278.9	0.006
Kay19-07rc	915	920	278.9	280.4	0.007
Kay19-07rc	920	925	280.4	281.9	0.01
Kay19-07rc	925	930	281.9	283.5	0.009
Kay19-07rc	930	935	283.5	285.0	0.008
Kay19-07rc	935	940	285.0	286.5	0.016
Kay19-07rc	940	945	286.5	288.0	0.013
Kay19-07rc	945	950	288.0	289.6	0.016
Kay19-07rc	950	955	289.6	291.1	0.018
Kay19-07rc	955	960	291.1	292.6	0.016
Kay19-07rc	960	965	292.6	294.1	0.026
Kay19-07rc	965	970	294.1	295.7	0.015
Kay19-07rc	970	975	295.7	297.2	0.02
Kay19-07rc	975	980	297.2	298.7	0.184
Kay19-07rc	980	985	298.7	300.2	0.018
Kay19-07rc	985	990	300.2	301.8	0.021
Kay19-07rc	990	995	301.8	303.3	0.013
Kay19-07rc	995	1000	303.3	304.8	0.011
Kay19-07rc	1000	1005	304.8	306.3	0.052
Kay19-07rc	1005	1010	306.3	307.8	0.048
Kay19-07rc	1010	1015	307.8	309.4	0.022
Kay19-07rc	1015	1020	309.4	310.9	0.017
Kay19-07rc	1020	1025	310.9	312.4	0.009
Kay19-07rc	1025	1030	312.4	313.9	0.037
Kay19-07rc	1030	1035	313.9	315.5	0.035
Kay19-07rc	1035	1040	315.5	317.0	0.033
Kay19-07rc	1040	1045	317.0	318.5	0.009
Kay19-07rc	1045	1050	318.5	320.0	0.026
Kay19-07rc	1050	1055	320.0	321.6	0.034
Kay19-07rc	1055	1060	321.6	323.1	0.022
Kay19-07rc	1060	1065	323.1	324.6	0.006
Kay19-07rc	1065	1070	324.6	326.1	0.016
Kay19-07rc	1070	1075	326.1	327.7	0.024
Kay19-07rc	1075	1080	327.7	329.2	0.029
Kay19-07rc	1080	1085	329.2	330.7	0.0025
Kay19-07rc	1085	1090	330.7	332.2	0.048
Kay19-07rc	1090	1095	332.2	333.8	0.17
Kay19-07rc	1095	1100	333.8	335.3	0.008
Kay19-07rc	1100	1105	335.3	336.8	0.033
Kay19-07rc	1105	1110	336.8	338.3	0.038
Kay19-07rc	1110	1115	338.3	339.9	0.014
Kay19-07rc	1115	1120	339.9	341.4	0.0025
Kay19-07rc	1120	1125	341.4	342.9	0.028
Kay19-07rc	1125	1130	342.9	344.4	0.01
Kay19-07rc	1130	1135	344.4	345.9	0.006



May19-05rc	1135	1140	345.9	347.5	0.012		
May19-05rc	1140	1145	347.5	349.0	0.019		
May19-05rc	1145	1150	349.0	350.5	0.016		
May19-05rc	1150	1155	350.5	352.0	0.033		
May19-05rc	1155	1160	352.0	353.6	0.029		
May19-05rc	1160	1165	353.6	355.1	0.066		
May19-05rc	1165	1170	355.1	356.6	0.112		
May19-05rc	1170	1175	356.6	358.1	0.053		
May19-05rc	1175	1180	358.1	359.7	0.016		
May19-05rc	1180	1185	359.7	361.2	0.011		
May19-05rc	1185	1190	361.2	362.7	0.035		
May19-05rc	1190	1195	362.7	364.2	0.0025		
May19-05rc	1195	1200	364.2	365.8	0.014		
May19-05rc	1200	1205	365.8	367.3	0.049		
May19-05rc	1205	1210	367.3	368.8	0.011		
May19-05rc	1210	1215	368.8	370.3	0.016		
May19-05rc	1215	1220	370.3	371.9	0.113		
May19-05rc	1220	1225	371.9	373.4	0.186		
May19-05rc	1225	1230	373.4	374.9	0.037		
May19-05rc	1230	1235	374.9	376.4	0.03		
May19-05rc	1235	1240	376.4	378.0	0.025		
May19-05rc	1240	1245	378.0	379.5	0.034		
May19-05rc	1245	1250	379.5	381.0	0.016		
May19-05rc	1250	1255	381.0	382.5	0.017		
May19-05rc	1255	1260	382.5	384.0	0.02		
May19-05rc	1260	1265	384.0	385.6	0.138		
May19-05rc	1265	1270	385.6	387.1	0.013		
May19-05rc	1270	1275	387.1	388.6	0.043		
May19-05rc	1275	1280	388.6	390.1	0.023		
May19-05rc	1280	1285	390.1	391.7	0.045		
May19-05rc	1285	1290	391.7	393.2	0.03		
May19-05rc	1290	1295	393.2	394.7	0.037		
May19-05rc	1295	1300	394.7	396.2	0.011		
May19-05rc	1300	1305	396.2	397.8	0.018		
May19-05rc	1305	1310	397.8	399.3	0.048		
May19-05rc	1310	1315	399.3	400.8	0.012		
May19-05rc	1315	1320	400.8	402.3	0.006		
May19-05rc	1320	1325	402.3	403.9	0.007		
May19-05rc	1325	1330	403.9	405.4	0.015		
May19-05rc	1330	1335	405.4	406.9	0.059		
May19-05rc	1335	1340	406.9	408.4	0.007		
May19-05rc	1340	1345	408.4	410.0	0.019		
May19-05rc	1345	1350	410.0	411.5	0.007		
May19-05rc	1350	1355	411.5	413.0	0.009		
May19-05rc	1355	1360	413.0	414.5	0.0025		
May19-05rc	1360	1365	414.5	416.1	0.188		
May19-05rc	1365	1370	416.1	417.6	0.008		
May19-05rc	1370	1375	417.6	419.1	0.007		
May19-05rc	1375	1380	419.1	420.6	0.0025		
May19-05rc	1380	1385	420.6	422.1	0.013		
May19-05rc	1385	1390	422.1	423.7	0.0025		
May19-05rc	1390	1395	423.7	425.2	0.0025		
May19-05rc	1395	1400	425.2	426.7	0.0025		
May19-05rc	1400	1405	426.7	428.2	0.006		
May19-05rc	1405	1410	428.2	429.8	0.007		
May19-05rc	1410	1415	429.8	431.3	0.008		
May19-05rc	1415	1420	431.3	432.8	0.0025		
May19-05rc	1420	1425	432.8	434.3	0.0025		
May19-05rc	1425	1430	434.3	435.9	0.0025		
May19-05rc	1430	1435	435.9	437.4	0.0025		
May19-05rc	1435	1440	437.4	438.9	0.0025		
May19-05rc	1440	1445	438.9	440.4	0.011		
May19-05rc	1445	1450	440.4	442.0	0.0025		
May19-05rc	1450	1455	442.0	443.5	0.0025		
May19-05rc	1455	1460	443.5	445.0	0.0025		
May19-05rc	1460	1465	445.0	446.5	0.0025		
May19-05rc	1465	1470	446.5	448.1	0.0025		
May19-05rc	1470	1475	448.1	449.6	0.0025		
May19-05rc	1475	1480	449.6	451.1	0.0025		
May19-05rc	1480	1485	451.1	452.6	0.0025		
May19-05rc	1485	1490	452.6	454.2	0.008		
May19-05rc	1490	1495	454.2	455.7	0.0025		
May19-05rc	1495	1500	455.7	457.2	0.007		

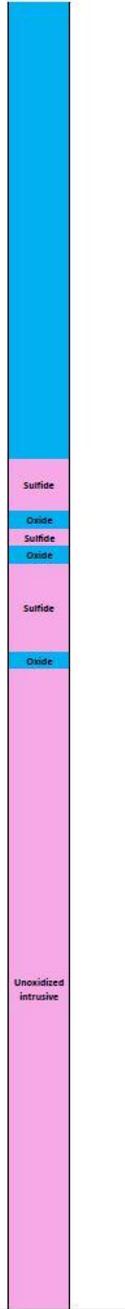


Figure 5. Key19-05rc Cross Section

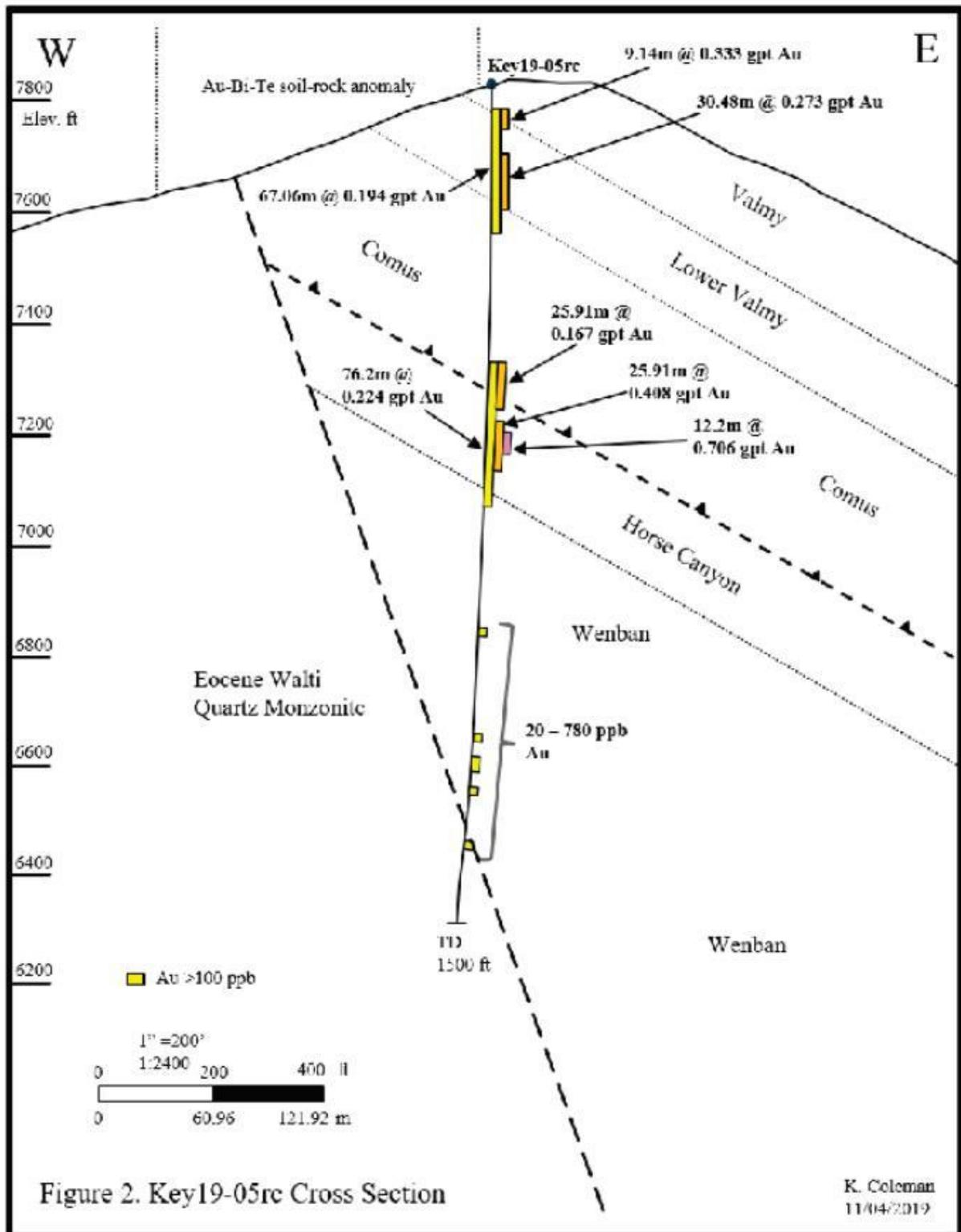
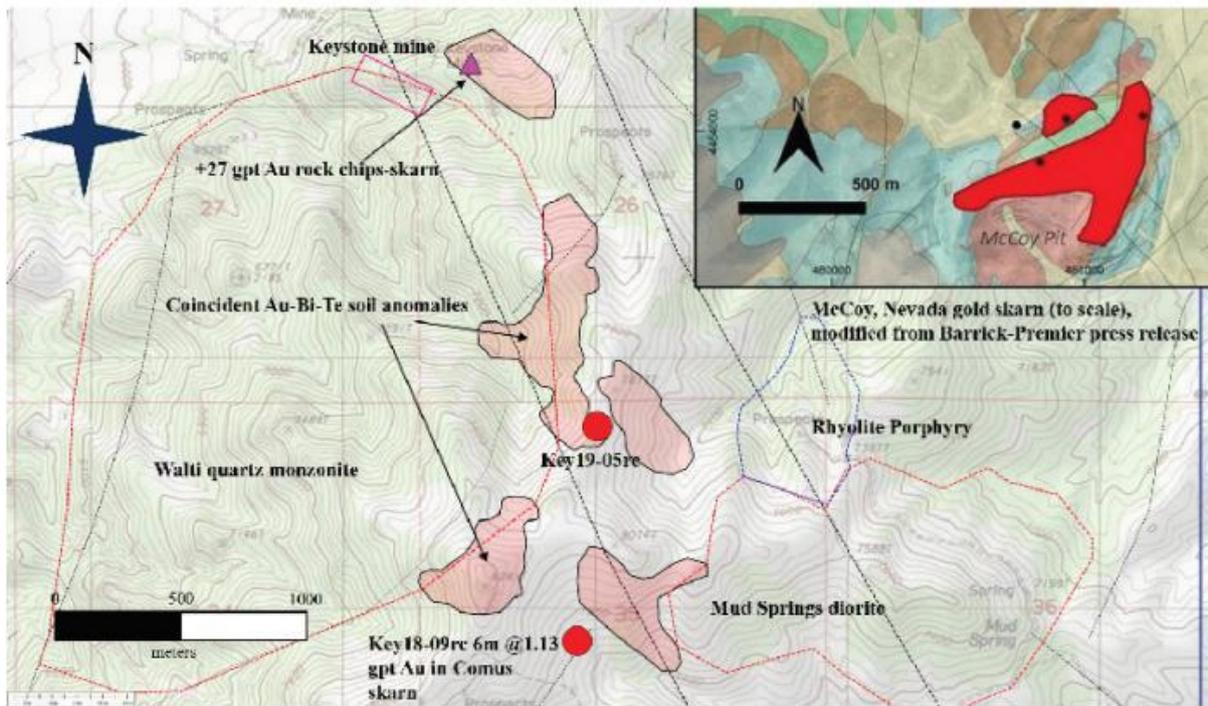


Figure 6. Gold Skarn Potential Areas of Keystone



Nearly all of the holes drilled in Phase One encountered moderate to thick intervals of anomalous gold with moderate to locally very strongly associated pathfinder metals, within both Carlin-style and skarn style mineralization. Essentially all significant gold intercepts are hosted in one or more of several previously defined prospective Upper Plate and Lower Plate host rock environments, where favorable structures are also present. These host areas include: Lower Valmy-Comus units, along the Roberts Mountains Thrust (Upper Plate-Lower Plate contact), Devonian Horse Canyon-Wenban contact, and Wenban Unit 5. Holes that intersected significant gold assay intervals greater than 0.300 gpt are provided in Table 2 below, along with visual metallurgical characteristics.

Table of Intercepts for 2019 Keystone Core-RC drilling Au >0.300 gpt

Hole No.	From		To		Length		Au opt	Ag opt	Au gpt	Ag gpt	Notes
	From ft	To ft	m	To m	Length ft	m					
Key19-01c	1317	1321.9	401.4	402.9	4.9	1.5	0.062	-	2.112	-	oxide
Key19-02rc	305	315	93.0	96.0	10	3.0	0.015	-	0.530	-	mixed
	355	360	108.2	109.7	5	1.5	0.012	-	0.397	-	mixed
	735	740	224.0	225.6	5	1.5	0.016	-	0.538	-	oxide
	1775	1780	541.0	542.5	5	1.5	0.010	-	0.327	-	sulfide
Key19-03rc within	300	305	91.4	93.0	5	1.5	0.041	-	1.411	-	oxide
	300	315	91.4	96.0	15	4.6	0.028	-	0.954	-	oxide
Key19-05rc	825	830	251.5	253.0	5	1.5	0.017	-	0.576	-	sulfide
	40	45	12.2	13.7	5	1.5	0.040	-	1.361	-	oxide
	120	125	36.6	38.1	5	1.5	0.011	-	0.392	-	oxide
	135	140	41.1	42.7	5	1.5	0.010	-	0.336	-	oxide
	155	175	47.2	53.3	20	6.1	0.013	-	0.456	-	oxide
	195	205	59.4	62.5	10	3.0	0.012	-	0.412	-	sulfide
	565	570	172.2	173.7	5	1.5	0.009	-	0.316	-	oxide
	615	655	187.5	199.6	40	12.2	0.021	-	0.706	-	oxide
	730	735	222.5	224.0	5	1.5	0.023	-	0.773	-	oxide
	1090	1095	332.2	333.8	5	1.5	0.023	-	0.780	-	oxide
Key19-06rc	1200	1205	365.8	367.3	5	1.5	0.010	-	0.347	-	oxide
	1395	1400	425.2	426.7	5	1.5	0.010	-	0.327	-	sulfide
	1410	1415	429.8	431.3	5	1.5	0.009	-	0.304	-	sulfide
	1420	1425	432.8	434.3	5	1.5	0.009	-	0.312	-	sulfide

Table 2. Keystone 2019 Phase One Significant Gold Intercepts

We continue to analyze the 2019 Keystone drilling results in context with all of the prior drilling, geophysical surveys, mapping and geochemistry.

On May 20, 2020, we announced a proposed 2020 Keystone exploration program, subject to us obtaining additional financing.

On August 25, 2020, we announced the publication of a technical report on the Keystone project by the Geological Society of Nevada.

On May 19, 2021, we announced we received Bureau of Land Management (BLM) approval for an additional 50 acres of disturbance under the effective Plan of Operations (POO) for Keystone. We advanced the required reclamation bond. We also announced potential interest in the Keystone project from various industry partners for potential joint venture opportunities.

Quality Control Procedures for Keystone

We apply industry standard practice to quality control of drilling, sampling and assaying. Drilling at Keystone was carried out in 2019 by Envirotech Drilling LLC of Winnemucca, NV using a reverse circulation drill rig. RC cuttings were run through a rotary splitter on the drill as drilling advanced, which is industry standard, and a representative sample collected from the discharge point of the splitter. Chip samples were bagged and labeled by the drillers and then picked up from the site by a Bureau Veritas Minerals Laboratories Technician and taken to their Elko prep facility. Samples were prepped in Elko and then the pulps were shipped by BV to their lab in Sparks, NV for analysis. BV Labs crushed, split and pulverized 250g of rock to 200 mesh and fire assayed the samples. Assay certificates were received, analyzed, summarized and reported by our geologic team. As standard practice, certified blanks and standards were inserted into the sample stream at the lab on regular intervals, by us and BV. As assay results were received the analyzed assay values for given blanks or standards were visually compared to the expected assay values, and if they fell within the expected range of deviation as provided by the blank-standard provider, they were considered “passed” and the assay results can be relied upon. If the analyzed results did not fall within the expected range of deviation, the blank or standard was considered “failed” and BV was asked to re-run the blank or standard for gold fire-assay, along with the preceding two drill hole samples and the two proceeding the failed blank or standard. When re-run assay results were received, they were compared with the original results and deemed acceptable or not. All results to date have met our acceptability using the above-mentioned protocols.

Gold Bar North Project, Cortez Trend, Nevada

In August 2017, we closed on a transaction under a purchase and sale agreement executed in June 2017 with Nevada Gold Ventures LLC, pursuant to which we purchased all right, title and interest in the Gold Bar North Property, a gold exploration project located in Eureka County, Nevada. The purchase price for the Gold Bar North Property was: (a) cash payment in the amount of \$20,479 which was paid in August 2017 and (b) 1,500 shares of our common stock which were issued in August 2017. Gold Bar North consists of 49 unpatented lode mining claims situated in Eureka County, Nevada. We do not consider the Gold Bar North Property as a material property and are currently focusing the majority of our limited resources on exploration activities at the CK Gold, Keystone and Maggie Creek properties.

After an internal geological review of the Gold Bar North claims in 2020, we decided not to renew the GBN claims for 2021 and dropped the claims at the end of August 2020. This decision was based on allocation of our limited exploration budget to its other higher potential projects. Accordingly, we fully wrote-off the value of the Gold Bar claims and recorded an abandonment expense for the year-ended April 30, 2021.

Maggie Creek Project, Nevada

On September 10, 2019, we, 2637262 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario (“NumberCo”) and all of the shareholders of the NumberCo (the “NumberCo Shareholders”), entered into the Share Exchange Agreement, dated September 10, 2019 (the “Agreement”), pursuant to which, among other things, we agreed to issue to the NumberCo Shareholders 200,000 shares of our common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly owned subsidiary.

NumberCo owns all of the issued and outstanding shares of Orevada Metals Inc. (“Orevada”), a corporation under the laws of the state of Nevada. At the time of acquisition, we acquired from NumberCo cash of \$159,063, and assumed liabilities consisting of accounts payable totaling \$125,670. As a result, we acquired Orevada’s right to an option agreement dated in February 2019 (the “Option Agreement”). The Option Agreement grants Orevada the exclusive right and option to earn-in and acquire up to 50% undivided interest in a property called Maggie Creek, located in Eureka County, Nevada by completing a \$4.5 million in exploration and development expenditures (“Initial Earn-in”) and payment to Renaissance Exploration, Inc. (“Renaissance”), now Orogen Royalties, Inc. (OGN: TSX-V), the grantor, of \$250,000. Orevada may elect within 60 days after making the \$250,000 payment, to increase its interest by an additional 20% (total interest of 70%) by producing a feasibility study by the end of the ninth year of the Option Agreement.

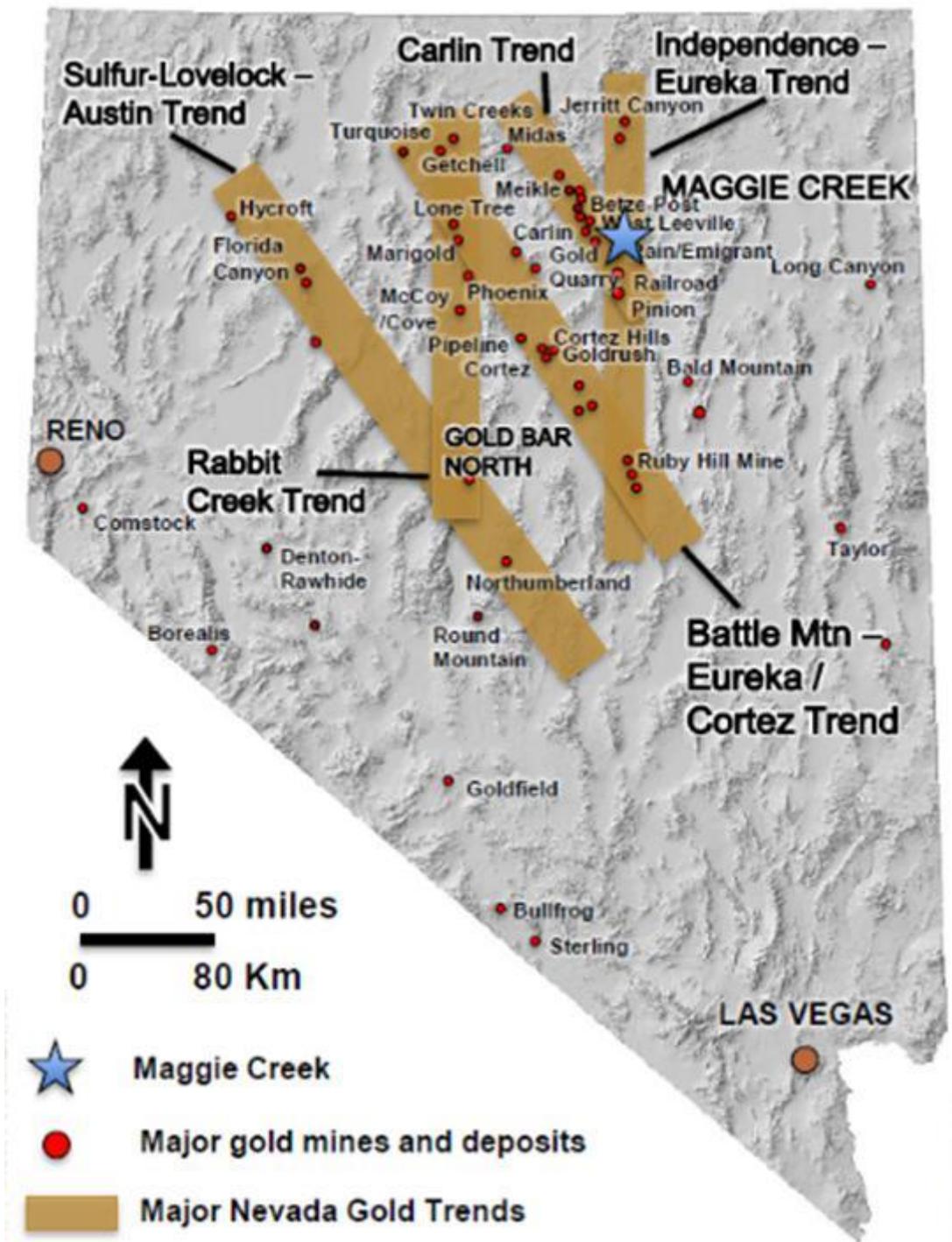


Figure 8 – Location of Maggie Creek Project and Major Gold Trends in Nevada

History of Prior Operations and Exploration on the Maggie Creek Project

The Maggie Creek claims have been subjected to multiple exploration programs between 1974 and 2000, including geologic mapping, geochemical and geophysical surveys, and much shallow drilling. Parties who worked on the project include: USGS-Radtke, Campbell Trust, Amselco, Freeport, Western States, Getty Oil, Cordex, USMX, Fischer Watt, Barrick, Newmont and Teck. Of the 241 holes drilled historically, only 22 are deeper than 1,000 feet. Since 2000, Timberline Resources, Renaissance Gold and Orevada Metals held the property, completed limited data review and compilation, but completed no drilling or field work.

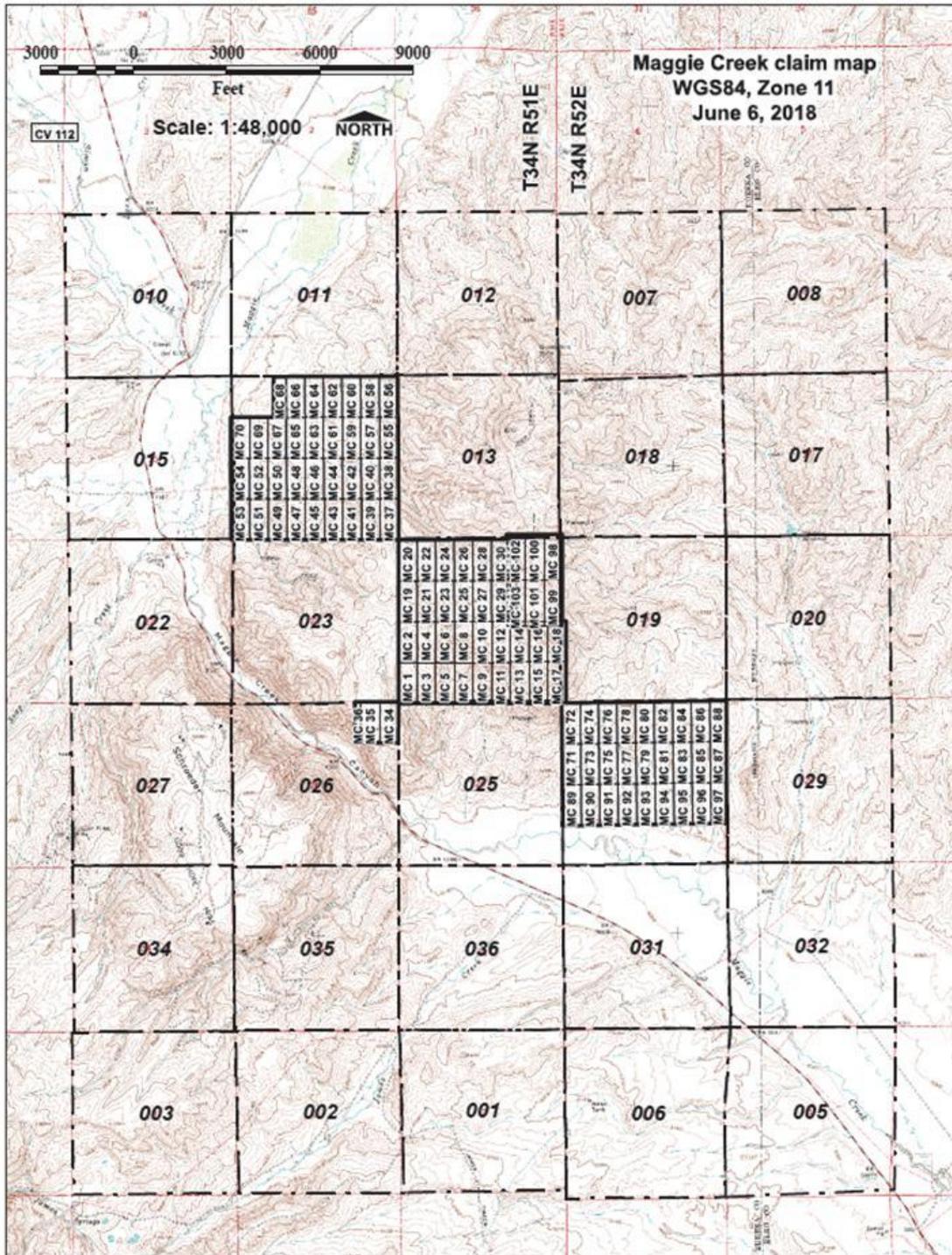


Figure 9 – Maggie Creek Project Claim Boundaries

Geological Potential of the Maggie Creek Project

Maggie Creek is located along the eastern side of the Carlin gold belt, directly northeast of Newmont Mining's Gold Quarry mine. Mineralized northeast trending faults from Gold Quarry project onto the Maggie Creek claims, at surface and below the post-mineral Carlin Formation. The Gold Quarry mine is localized at the intersection of the northeast faults (Chukar-Alunite-Gold Quarry fault zone) with the west-northwest trending Good Hope fault. Good Hope parallel, gold bearing west-northwest trending faults have been mapped on the Maggie Creek claims (Cress fault), some of which contain gold bearing, altered felsic dikes which have been poorly mapped to date. Northeast and west-northwest fault zone intersection zones in the Maggie Creek claims are most prospective for ore deposition.

Favorable Roberts Mountains Formation carbonate rocks exposed at surface consist of thrust slices. At drillable depth, below the thrusts, in-place Lower Plate Rodeo Creek, Popovich, Roberts Mountains and Hanson Creek rocks are present. Detailed structural mapping where exposures allow will help define targets within these deeper units. Much of the gold encountered in drilling to date is likely an expression of system at depth.

U.S Gold Corp. Maggie Creek Exploration Activities

To date, we have completed limited work on the Maggie Creek project. Work has included historic data review and compilation, historic data field and paper verification, initial drill hole targeting and field visits. A detailed gravity survey was completed in late April 2020, which supports some historic geologic mapping. Historic drill collar location and surface mapping-sampling activities are ongoing. Surface mapping activities are focused on identifying gold bearing structural zones, dikes and their intersection zones.

On October 28, 2020, the Company announced an exploration update for Maggie Creek.

On April 7, 2021, we announced new targets for a Maggie Creek exploration drilling program including:

- Our intent to drill up to 5,000 feet (approx. 1,500 m) in up to 2 holes
- This program seeks to assess a new target concept below post-mineral cover to the east of Nevada Gold Mines' Gold Quarry mine
- Target was developed using structural projections, gravity data and geochemistry

On June 30, 2021, we announced the successful completion of our Maggie Creek 2021 contractual exploration program, drilling 2 holes for 4,440 feet (1,353 meters). With these 2 holes, we satisfied our 2021 contractual exploration commitments at Maggie Creek and plans to review and results for future potential exploration programs.

The Challis Gold Project, Idaho

Challis Gold Project Acquisition

On August 10, 2020, we entered into an Agreement and Plan of Merger (the "Merger Agreement") with Gold King Acquisition Corp., a wholly owned subsidiary of us ("Acquisition Corp."), Northern Panther Resources Corporation ("Northern Panther") and the Stockholder Representative named therein, pursuant to which Acquisition Corp. merged with and into Northern Panther, with Northern Panther surviving as a wholly-owned subsidiary of us (such transaction, the "Merger"). The principal assets of Northern Panther Resource Corporation consisted of the Challis Gold Project in Idaho and cash.

Securities Purchase Agreement

In connection with the Merger, on August 10, 2020, we entered into a securities purchase agreement (the "SPA") with certain investors (the "Purchasers"), pursuant to which we sold to the Purchasers in a private placement (i) an aggregate of 921,666 shares of our Series I Convertible Preferred Stock, par value \$0.001 per share (the "Series I Preferred Stock") and (ii) warrants to purchase an aggregate of 921,666 shares of Common Stock at an exercise price of \$6.00 per share (the "Warrants") for aggregate consideration of \$5,530,004. The Series I Preferred Stock has substantially the same terms as the Series H Preferred Stock, except that each share of Series I Preferred Stock is convertible into one share of Common Stock, and is subject to an exchange cap. The Warrants are exercisable in whole or in part at any time, from time to time following the initial exercise date, terminate five years following the issuance, and are subject to an exchange cap. The closing of the issuance and sale of the Series I Preferred Stock and Warrants under the SPA closed on August 11, 2020.

The SPA includes customary representations and warranties and covenants.

The Challis Gold Project Overview

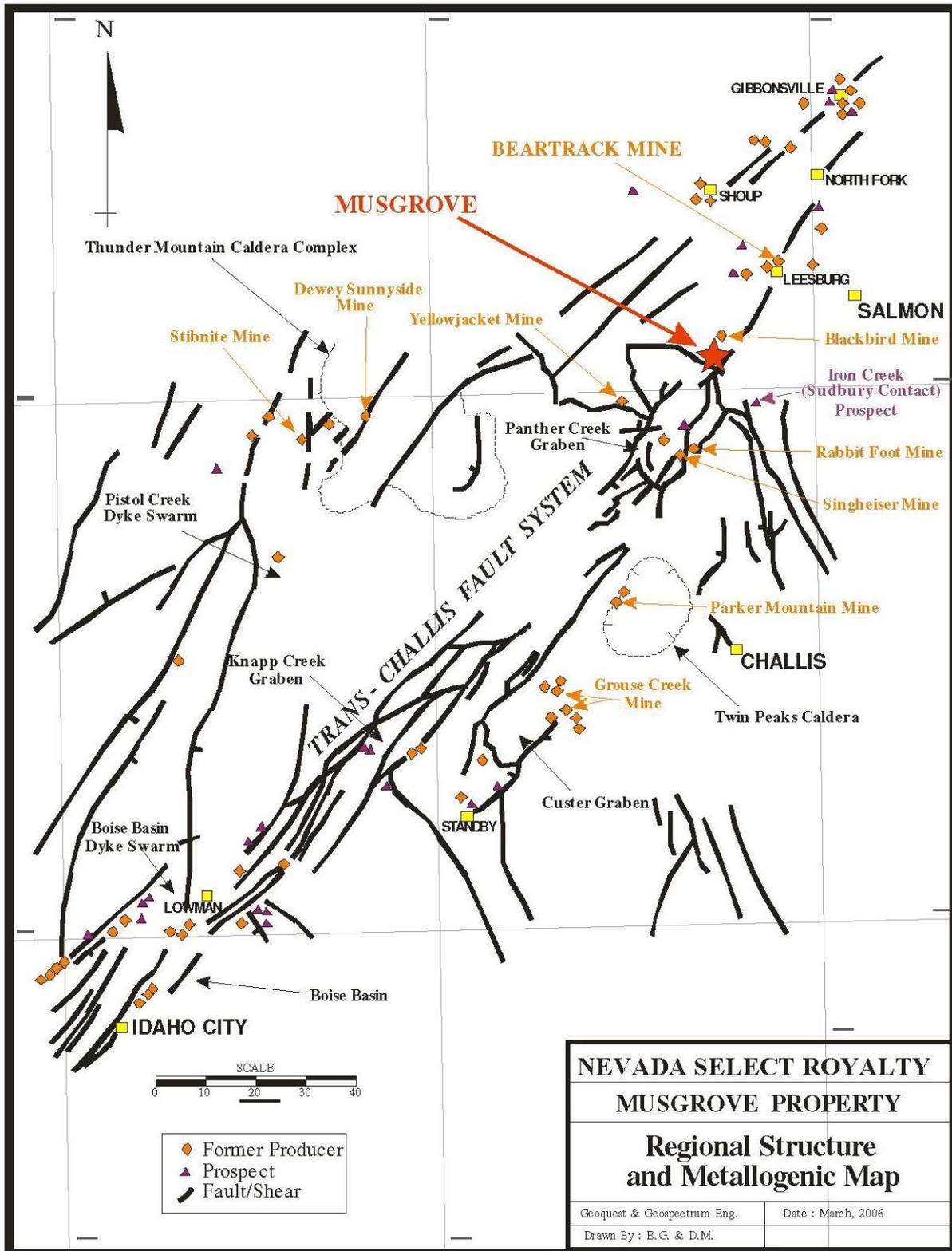


Figure 10: The Challis Gold Project Location in Idaho

The Challis Gold Project is located approximately 75 kilometers southwest of Salmon, Idaho, within the tertiary Challis volcanic field. The Challis Gold Project is a low sulfidation, gold/silver epithermal vein and stockwork deposit localized along intersecting NW – NE trending shear structures in a window of sedimentary rocks exposed through the Challis volcanics. The Project has a historic 43-101 (not current) resource of approximately 313,825 ounces of gold at a grade of 1.22 grams / ton gold, with a potential low strip ratio and exploration upside potential. Highlights include:

- Challis Gold Project is located about 75 kms SW of Salmon, ID and 20 kms SW of Revival Gold's Beartrack Project, within the Tertiary Challis Volcanic Field
- Challis Gold is a low sulfidation, Au-Ag epithermal vein and stockwork deposit localized along intersecting NW – NE trending shear structures in a window of sedimentary rocks exposed through the Challis Volcanics
- Historic (not-current) 43-101 Resource of approximately 313,825 oz Au at a grade of 1.22 g/t Au, low strip ratio (Johnny's Point)
- Idaho is ranked as world's 8th best mining jurisdiction by the Fraser Institute; higher than any Canadian jurisdiction
- Nearby Idaho mining areas include the Stibnite Au project, Bear Track Au project, Delamar Ag-Au mine, Coeur d'Alene Ag-Zn-Pb mines, Black Pine Au mine and Thompson Creek Mo mine

On May 26, 2021, we announced an exploration and operational update for the Challis Gold Project in Idaho. Highlights included:

- Challis Gold Project, continues towards a Plan of Operations (PoO) as the next phase of exploration
- Mapping, geochemical and geophysical surveys planned in second half of 2021
- Potential strategic joint-venture partners have expressed interest in Challis

Competition

We do not compete directly with anyone for the exploration or removal of minerals from our property as we hold all interest and rights to the claims. Readily available commodities markets exist in the U.S. and around the world for the sale of minerals. Therefore, we will likely be able to sell minerals that we are able to recover. We will be subject to competition and unforeseen limited sources of supplies in the industry in the event spot shortages arise for supplies such as explosives or large equipment tires, and certain equipment such as bulldozers and excavators and services, such as contract drilling that we will need to conduct exploration. If we are unsuccessful in securing the products, equipment and services we need, we may have to suspend our exploration plans until we are able to secure them.

Compliance with Government Regulation

We will be required to comply with all regulations, rules and directives of governmental authorities and agencies applicable to the exploration of minerals in the United States generally. We will also be subject to the regulations of the BLM with respect to mining claims on federal lands.

Future exploration drilling on any of our properties that consist of BLM land will require us to either file a Notice of Intent (NOI) or a Plan of Operations with the BLM, depending upon the amount of new surface disturbance that is planned. A Notice of Intent is required for planned surface activities that anticipate less than 5.0 acres of surface disturbance, and usually can be obtained within a 30 to 60-day time period.

Environmental Permitting Requirements

Various levels of governmental controls and regulations address, among other things, the environmental impact of mineral mining and exploration operations and establish requirements for reclamation of mineral mining and exploration properties after exploration operations have ceased. With respect to the regulation of mineral mining and exploration, legislation and regulations in various jurisdictions establish performance standards, air and water quality emission limits and other design or operational requirements for various aspects of the operations, including health and safety standards. Legislation and regulations also establish requirements for reclamation and rehabilitation of mining properties following the cessation of operations and may require that some former mining properties be managed for long periods of time after mining activities have ceased.

Our activities are subject to various levels of federal and state laws and regulations relating to protection of the environment, including requirements for closure and reclamation of mineral exploration properties. Some of the laws and regulations include the Clean Air Act, the Clean Water Act, the Comprehensive Environmental Response, Compensation and Liability Act (“CERCLA”), the Emergency Planning and Community Right-to-Know Act, the Endangered Species Act, the Federal Land Policy and Management Act, the National Environmental Policy Act, the Resource Conservation and Recovery Act, and related state laws in Nevada. Additionally, much of our property is subject to the federal General Mining Law of 1872, which regulates how mining claims on federal lands are located and maintained.

The State of Nevada, where we focus our mineral exploration efforts, requires mining projects to obtain a Nevada State Reclamation Permit pursuant to the Mined Land Reclamation Act (the “Nevada MLR Act”), which establishes reclamation and financial assurance requirements for all mining operations in the state. New and expanding facilities are required to provide a reclamation plan and financial assurance to ensure that the reclamation plan is implemented upon completion of operations. The Nevada MLR Act also requires reclamation plans and permits for exploration projects that will result in more than five acres of surface disturbance on private lands.

Item 1A. RISK FACTORS

RISKS RELATED TO OUR FINANCIAL CIRCUMSTANCES

If we fail to establish and maintain an effective system of internal control, we may not be able to report our financial results accurately or to prevent fraud. Any inability to report and file our financial results accurately and timely could harm our reputation and adversely impact the trading price of our common stock and our ability to file registration statements pursuant to registration rights agreements and other commitments.

Effective internal control is necessary for us to provide reliable financial reports and prevent fraud. If we cannot provide reliable financial reports or prevent fraud, we may not be able to manage our business as effectively as we would if an effective control environment existed, and our business and reputation with investors may be harmed. As a result of our small size, any current internal control deficiencies may adversely affect our financial condition, results of operation and access to capital. As of April 30, 2021, management has concluded that our internal controls over financial reporting were not effective.

There is substantial doubt about whether we can continue as a going concern.

To date, we have earned no revenues and have incurred accumulated net losses of \$44.0 million. We have limited financial resources. As of April 30, 2021, we had cash and cash equivalents of \$13.6 million and working capital of \$13.5 million. Therefore, our continuation as a going concern is dependent upon our achieving a future financing or strategic transaction. However, there is no assurance that we will be successful pursuing a financing or strategic transaction. Accordingly, there is substantial doubt as to whether our existing cash resources and working capital are sufficient to enable us to continue our operations for the next 12 months as a going concern. Ultimately, in the event that we cannot obtain additional financial resources, or achieve profitable operations, we may have to liquidate our business interests and investors may lose their investment. The accompanying consolidated financial statements have been prepared assuming that our company will continue as a going concern. Continued operations are dependent on our ability to obtain additional financial resources or generate profitable operations. Such additional financial resources may not be available or may not be available on reasonable terms. Our consolidated financial statements do not include any adjustments that may result from the outcome of this uncertainty. Such adjustments could be material.

We have a limited operating history on which to base an evaluation of our business and prospects.

Since our inception we have had no revenue from operations. We have no history of producing metals from any of our exploration properties. Our properties are exploration stage properties. Advancing properties from the exploration stage requires significant capital and time, and successful commercial production from a property, if any, will be subject to completing feasibility studies, permitting and construction of the potential mine, processing plants, roads, and other related works and infrastructure. As a result, we are subject to all of the risks associated with developing and establishing new mining operations and business enterprises including:

- completion of feasibility studies to verify potential mineral reserves and commercial viability, including the ability to find sufficient mineral reserves to support a commercial mining operation;

- the timing and cost, which can be considerable, of further exploration, preparing feasibility studies, permitting and construction of infrastructure, mining and processing facilities;
- the availability and costs of drill equipment, exploration personnel, skilled labor and mining and processing equipment, if required;
- the availability and cost of appropriate smelting and/or refining arrangements, if required;
- compliance with environmental and other governmental approval and permit requirements;
- the availability of funds to finance exploration activities, as warranted;
- potential opposition from non-governmental organizations, environmental groups, local groups or local inhabitants which may delay or prevent exploration activities;
- potential increases in exploration, construction and operating costs due to changes in the cost of fuel, power, materials and supplies; and
- potential shortages of mineral processing, construction and other facilities related supplies.

The costs, timing and complexities of exploration activities may be increased by the location of our properties and demand by other mineral exploration and mining companies. It is common in exploration programs to experience unexpected problems and delays during drill programs and, if ever commenced, development, construction and mine start-up. Accordingly, our activities may not ever result in profitable mining operations and we may not succeed in establishing mining operations or profitably producing metals at any of our properties.

We will require significant additional capital to fund our business plan.

We will be required to expend significant funds to determine if any proven and probable mineral reserves might exist at our properties, to continue exploration and if warranted, develop our existing exploration properties and to identify and acquire additional properties to diversify our properties portfolio. We have spent and will be required to continue to expend significant amounts of capital for drilling, geological and geochemical analysis, assaying and feasibility studies with regard to the results of our exploration. We may not benefit from some of these investments if we are unable to identify any commercially exploitable mineralized material.

Our ability to obtain necessary funding for these purposes, in turn, depends upon a number of factors, including the status of the national and worldwide economy and the price of gold. We may not be successful in obtaining the required financing or, if we can obtain such financing, such financing may not be on terms that are favorable to us. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration operations and the possible partial or total loss of our potential interest in our properties.

We will need to obtain additional financing to fund our CK Gold, Keystone, Maggie Creek and Challis exploration programs.

We do not have sufficient capital to fund our future exploration programs for the CK Gold Project, the Keystone Project, the Maggie Creek Project or the Challis Gold Project as they are currently planned or to fund the acquisition and exploration of new properties. We will require additional funding to continue our planned future exploration programs. Management estimates that we will require up to \$10.5 million in order to fund our Fiscal Year 2022 combined planned exploration programs. Our inability to raise additional funds on a timely basis could prevent us from achieving our business objectives and could have a negative impact on our business, financial condition, results of operations and the value of our securities.

RISKS RELATED TO OUR BUSINESS

We do not know if our properties contain any gold or other minerals that can be mined at a profit.

Although the properties on which we have the right to explore for gold are known to have historic deposits of gold, there can be no assurance such deposits can be mined at a profit. Whether a gold deposit can be mined at a profit depends upon many factors. Some but not all of these factors include: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; operating costs and capital expenditures required to start mining a deposit; the availability and cost of financing; the price of gold, which is highly volatile and cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land use, importing and exporting of minerals and environmental protection.

All our projects are in the exploration stage.

The CK Gold Project does not have any mineral reserve estimation in accordance with SEC Industry Guide 7. There are currently no estimates of gold mineralization at the Keystone Property, Maggie Creek Property or Challis Gold Project available in historical data obtained during the property purchases. There is no assurance that we can establish the existence of any mineral reserves on the CK Gold Project, Keystone, Maggie Creek or the Challis Gold Project in commercially exploitable quantities. Until we can do so, we cannot earn any revenues from the properties and if we do not do so we will lose all of the funds that we expend on exploration. If we do not discover any mineral reserves in a commercially exploitable quantity, the exploration component of our business could fail.

We have not established that our CK Gold Project, Keystone Property, Maggie Creek Property or Challis Gold Project contains any mineral reserve according to recognized reserve guidelines, nor can there be any assurance that we will be able to do so. A mineral reserve is defined by the SEC in its Industry Guide 7 as that part of a mineral deposit, which could be economically and legally extracted or produced at the time of the reserve determination. The probability of an individual prospect ever having a “reserve” that meets the requirements of the SEC’s Industry Guide 7 is extremely remote; in all probability our mineral properties do not contain any “reserves” and any funds that we spend on exploration could be lost. Even if we do eventually discover a mineral reserve on our properties, there can be no assurance that they can be developed into producing mines and extract those minerals. Mineral exploration involves a high degree of risk and few mineral properties which are explored are ultimately developed into producing mines.

The commercial viability of an established mineral deposit will depend on a number of factors including, by way of example, the size, grade and other attributes of the mineral deposit, the proximity of the mineral deposit to infrastructure such as a smelter, roads and a point for shipping, government regulation and market prices. Most of these factors will be beyond our control, and any of them could increase costs and make extraction of any identified mineral deposit unprofitable.

We do not have proven or probable reserves, and there is no assurance that the quantities of precious metals we might produce in the future will be sufficient to recover our investment and operating costs.

We do not have proven or probable reserves. Substantial expenditures are required to acquire existing gold properties with established reserves or to establish proven or probable reserves through drilling, analysis and engineering. Any sums expended for additional drilling, analysis and engineering may not establish proven or probable reserves on our properties. We drill in connection with our mineral exploration and not with the purpose of establishing proven and probable reserves. There is a great degree of uncertainty attributable to the calculation of any mineralized material, particularly where there has not been significant drilling, mining and processing. Until the mineralized material located on our properties is actually mined and processed, the quantity and quality of the mineralized material must be considered as an estimate only. In addition, the estimated value of such mineralized material (regardless of the quantity) will vary depending on metal prices. Any material change in the estimated value of mineralized material may negatively affect the economic viability of our properties. In addition, there can be no assurance that we will achieve the same recoveries of metals contained in the mineralized material as in small-scale laboratory tests or that we will be able to duplicate such results in larger scale tests under on-site conditions or during potential production. There can be no assurance that our exploration activities will result in the discovery of sufficient quantities of mineralized material to recover our investment and operating costs.

We have no history of producing metals from our current mineral properties and there can be no assurance that we will successfully establish mining operations or profitably produce precious metals.

We have no history of producing metals from our current exploration properties. We do not produce gold and do not currently generate operating earnings. While we seek to advance our projects and properties through exploration, such efforts will be subject to all of the risks associated with establishing new future potential mining operations and business enterprises, including:

- the timing and cost, which are considerable, of the construction of mining and processing facilities;
- the ability to find sufficient gold reserves to support a profitable mining operation;
- the availability and costs of skilled labor and mining equipment;
- compliance with environmental and other governmental approval and permit requirements;
- the availability of funds to finance exploration activities;
- potential opposition from non-governmental organizations, environmental groups, local groups or local inhabitants that may delay or prevent exploration activities; and
- potential increases in construction and operating costs due to changes in the cost of labor, fuel, power, materials and supplies.

It is common in new mining operations to experience unexpected problems and delays during exploration activities. In addition, our management will need to be expanded. This could result in delays in the commencement of potential mineral production and increased costs of production. Accordingly, we cannot assure you that our activities will result in any profitable mining operations or that we will ever successfully establish mining operations.

We may not be able to obtain all required permits and licenses to place any of our properties into future potential production.

Our current and future operations, including additional exploration activities, require permits from governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, exploration, taxes, labor standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in mineral property exploration generally experience increased costs, and delays in exploration and other schedules as a result of the need to comply with applicable laws, regulations and permits. We cannot predict if all permits which we may require for continued exploration, will be obtainable on reasonable terms, if at all. Costs related to applying for and obtaining permits and licenses may be prohibitive and could delay our planned exploration activities. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing exploration operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions.

Parties engaged in exploration operations may be required to compensate those suffering loss or damage by reason of the exploration activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation thereof, could have a material adverse impact on our operations and cause increases in capital expenditures or production costs or reduction in levels of exploration activities at our properties or require abandonment or delays in future activities.

We are subject to significant governmental regulations, which affect our operations and costs of conducting our business.

Our current and future operations are and will be governed by laws and regulations, including:

- laws and regulations governing mineral concession acquisition, prospecting, and exploration;
- laws and regulations related to exports, taxes and fees;
- labor standards and regulations related to occupational health and mine safety; and
- environmental standards and regulations related to waste disposal, toxic substances, land use and environmental protection.

Companies engaged in exploration activities often experience increased costs and delays in exploration and other schedules as a result of the need to comply with applicable laws, regulations and permits. Failure to comply with applicable laws, regulations and permits may result in enforcement actions, including the forfeiture of mineral claims or other mineral tenures, orders issued by regulatory or judicial authorities requiring operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or costly remedial actions. We may be required to compensate those suffering loss or damage by reason of our mineral exploration activities and may have civil or criminal fines or penalties imposed for violations of such laws, regulations and permits. Existing and possible future laws, regulations and permits governing operations and activities of exploration companies, or more stringent implementation, could have a material adverse impact on our business and cause increases in capital expenditures or require abandonment or delays in exploration.

Our business is subject to extensive environmental regulations that may make exploring, or related activities prohibitively expensive, and which may change at any time.

All of our operations are subject to extensive environmental regulations that can substantially delay exploration and make exploration expensive or prohibit it altogether. We may be subject to potential liabilities associated with the pollution of the environment and the disposal of waste products that may occur as the result of exploring and other related activities on our properties. We may have to pay to remedy environmental pollution, which may reduce the amount of money that we have available to use for exploration, or other activities, and adversely affect our financial position. If we are unable to fully remedy an environmental problem, we might be required to suspend exploration operations or to enter into interim compliance measures pending the completion of the required remedy. We have not purchased insurance for potential environmental risks (including potential liability for pollution or other hazards associated with the disposal of waste products from our exploration activities) and such insurance may not be available to us on reasonable terms or at a reasonable price. All of our exploration will be subject to regulation under one or more local, state and federal environmental impact analyses and public review processes. It is possible that future changes in applicable laws, regulations and permits or changes in their enforcement or regulatory interpretation could have significant impact on some portion of our business, which may require our business to be economically re-evaluated from time to time. These risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond our financial capability. Inasmuch as posting of bonding in accordance with regulatory determinations is a condition to the right to operate under specific federal and state exploration operating permits, increases in bonding requirements could prevent operations even if we are in full compliance with all substantive environmental laws.

Regulations and pending legislation governing issues involving climate change could result in increased operating costs, which could have a material adverse effect on our business.

A number of governments or governmental bodies have introduced or are contemplating regulatory changes in response to various climate change interest groups and the potential impact of climate change. Legislation and increased regulation regarding climate change could impose significant costs on us, our venture partners and our suppliers, including costs related to increased energy requirements, capital equipment, environmental monitoring and reporting and other costs to comply with such regulations. Any adopted future climate change regulations could also negatively impact our ability to compete with companies situated in areas not subject to such limitations. Given the emotion, political significance and uncertainty around the impact of climate change and how it should be dealt with, we cannot predict how legislation and regulation will affect our financial condition, operating performance and ability to compete. Furthermore, even without such regulation, increased awareness and any adverse publicity in the global marketplace about potential impacts on climate change by us or other companies in our industry could harm our reputation. The potential physical impacts of climate change on our operations are highly uncertain and would be particular to the geographic circumstances in areas in which we operate. These may include changes in rainfall and storm patterns and intensities, water shortages, changing sea levels and changing temperatures. These impacts may adversely impact the cost, production and financial performance of our operations.

The values of our properties are subject to volatility in the price of gold and any other deposits we may seek or locate.

Our ability to obtain additional and continuing funding, and our profitability in the event we commence future mining operations or sell the rights to mine, will be significantly affected by changes in the market price of gold. Gold prices fluctuate widely and are affected by numerous factors, all of which are beyond our control. Some of these factors include the sale or purchase of gold by central banks and financial institutions; interest rates; currency exchange rates; inflation or deflation; fluctuation in the value of the United States dollar and other currencies; speculation; global and regional supply and demand, including investment, industrial and jewelry demand; and the political and economic conditions of major gold or other mineral producing countries throughout the world, such as Russia and South Africa. The price of gold or other minerals have fluctuated widely in recent years, and a decline in the price of gold could cause a significant decrease in the value of our properties, limit our ability to raise money, and render continued exploration activities of our properties impracticable. If that happens, then we could lose our rights to our properties and be compelled to sell some or all of these rights. Additionally, the future progression of our properties beyond the exploration stage is heavily dependent upon the level of gold prices remaining sufficiently high to make the continuation of our properties economically viable. You may lose your investment if the price of gold decreases. The greater the decrease in the price of gold, the more likely it is that you will lose money.

Our property titles may be challenged, and we are not insured against any challenges, impairments or defects to our mineral claims or property titles.

We cannot guarantee that title to our properties will not be challenged. Title insurance is not available for our mineral properties, and our ability to ensure that we have obtained secure rights to individual mineral properties or mining concessions may be severely constrained. Our unpatented Keystone claims were created and maintained in accordance with the federal General Mining Law of 1872. Unpatented claims are unique U.S. property interests and are generally considered to be subject to greater title risk than other real property interests because the validity of unpatented claims is often uncertain. This uncertainty arises, in part, out of the complex federal and state laws and regulations under the General Mining Law. We have obtained a title report on our Keystone claims but cannot be certain that all defects or conflicts with our title to those claims have been identified. Further, we have not obtained title insurance regarding our purchase and ownership of the Keystone claims. Defending any challenges to our property titles may be costly and may divert funds that could otherwise be used for exploration activities and other purposes. We cannot provide any assurances that there are no title defects affecting our properties. In addition, unpatented claims are always subject to possible challenges by third parties or contests by the federal government, which, if successful, may prevent us from exploiting our discovery of commercially extractable gold. Challenges to our title may increase its costs of operation or limit our ability to explore on certain portions of our properties. We are not insured against challenges, impairments or defects to our property titles, nor do we intend to carry extensive title insurance in the future.

The value of our properties and any other projects we may seek or locate is subject to volatility in the price of gold.

Our ability to obtain additional and continuing funding, and our profitability if and when we potentially commence future mining or sell our rights to mine, will be significantly affected by changes in the market price of gold and other mineral deposits. Gold and other minerals prices fluctuate widely and are affected by numerous factors, all of which are beyond our control. The price of gold may be influenced by:

- fluctuation in the supply of, demand and market price for gold;
- mining activities of our competitors;
- sale or purchase of gold by central banks and for investment purposes by individuals and financial institutions;
- interest rates;
- currency exchange rates;
- inflation or deflation;
- fluctuation in the value of the United States dollar and other currencies;
- global and regional supply and demand, including investment, industrial and jewelry demand; and
- political and economic conditions of major gold or other mineral-producing countries.

The price of gold and other minerals have fluctuated widely in recent years, and a decline in the price of gold or other minerals could cause a significant decrease in the value of our property, limit our ability to raise money, and render continued exploration of our property impracticable. If that happens, then we could lose our rights to our property or be compelled to sell some or all of these rights. Additionally, the future progression of our properties beyond the exploration stage is heavily dependent upon gold prices remaining sufficiently high to make the continuation of our property economically viable.

Our activities are subject to environmental laws and regulations that may increase our costs of doing business and restrict our operations.

All phases of our operations are subject to environmental regulation in the jurisdictions in which we operate. Environmental legislation is evolving in a manner which may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. These laws address emissions into the air, discharges into water, management of waste, management of hazardous substances, protection of natural resources, antiquities and endangered species and reclamation of lands disturbed by mining operations. Compliance with environmental laws and regulations and future changes in these laws and regulations may require significant capital outlays and may cause material changes or delays in our operations and future activities. It is possible that future changes in these laws or regulations could have a significant adverse impact on our properties or some portion of our business, causing us to re-evaluate those activities at that time.

CERCLA: In 2009, the U.S. Environmental Protection Agency (“EPA”) announced that it would develop financial assurance requirements under CERCLA Section 108(b) for the hard rock mining industry. On January 29, 2016, the U.S. District Court for the District of Columbia issued an order requiring that if the EPA intended to prepare such regulations, it had to do so by December 1, 2016. The EPA did comply with that order by issuing draft proposed regulations on December 1, 2016. The EPA subsequently issued its proposed rule on January 11, 2017. Under the proposed rule, owners and operators of facilities subject to the rule have been required, among other things, to (i) notify the EPA that they are subject to the rule; (ii) calculate a level of financial responsibility for their facility using a formula provided in the rule; (iii) obtain a financial responsibility instrument, or qualify to self-assure, for the amount of financial responsibility; (iv) demonstrate that they had obtained such evidence of financial responsibility; and (v) update and maintain financial responsibility until the EPA released the owner or operator from the CERCLA Section 108(b) regulations. As drafted, those additional financial assurance obligations could have been in addition to the reclamation bonds and other financial assurances we have and would be required to have in place under current federal and state laws. If such requirements had been retained in the final rule, they could have required significant additional expenditures on financial assurance, which could have had a material adverse effect on our future business operations.

However, after an extended public comment period, the EPA decided on December 1, 2017 not to adopt the proposed rule, and not to impose additional financial assurance obligations on the hard rock mining industry. It is possible that one or more non-governmental organizations will file lawsuits challenging that decision.

Clean Air Act: The Clean Air Act, as amended, restricts the emission of air pollutants from many sources, including mining and processing activities. Our mining operations may produce air emissions, including fugitive dust and other air pollutants from stationary equipment, storage facilities and the use of mobile sources such as trucks and heavy construction equipment, which are subject to review, monitoring and/or control requirements under the Clean Air Act and state air quality laws. New facilities may be required to obtain permits before work can begin, and existing facilities may be required to incur capital costs in order to remain in compliance. In addition, permitting rules may impose limitations on our production levels or result in additional capital expenditures in order to comply with the rules.

NEPA: The National Environmental Policy Act (“NEPA”) requires federal agencies to integrate environmental considerations into their decision-making processes by evaluating the environmental impacts of their proposed actions, including issuance of permits to mining facilities, and assessing alternatives to those actions. If a proposed action could significantly affect the environment, the agency must prepare a detailed statement known as an EIS. The United States Environmental Protection Agency (“EPA”), other federal agencies, and any interested third parties will review and comment on the scoping of the EIS and the adequacy of and findings set forth in the draft and final EIS. This process can cause delays in issuance of required permits or result in changes to a project to mitigate its potential environmental impacts, which can in turn impact the economic feasibility of a proposed project.

CWA: The Clean Water Act (“CWA”), and comparable state statutes, impose restrictions and controls on the discharge of pollutants into waters of the United States. The discharge of pollutants into regulated waters is prohibited, except in accordance with the terms of a permit issued by the EPA or an analogous state agency. The CWA regulates storm water mining facilities and requires a storm water discharge permit for certain activities. Such a permit requires the regulated facility to monitor and sample storm water run-off from its operations. The CWA and regulations implemented thereunder also prohibit discharges of dredged and fill material in wetlands and other waters of the United States unless authorized by an appropriately issued permit. The CWA and comparable state statutes provide for civil, criminal and administrative penalties for unauthorized discharges of pollutants and impose liability on parties responsible for those discharges for the costs of cleaning up any environmental damage caused by the release and for natural resource damages resulting from the release.

SDWA: The Safe Drinking Water Act (“SDWA”) and the Underground Injection Control (“UIC”) program promulgated thereunder, regulate the drilling and operation of subsurface injection wells. The EPA directly administers the UIC program in some states and in others the responsibility for the program has been delegated to the state. The program requires that a permit be obtained before drilling a disposal or injection well. Violation of these regulations and/or contamination of groundwater by mining related activities may result in fines, penalties, and remediation costs, among other sanctions and liabilities under the SDWA and state laws. In addition, third party claims may be filed by landowners and other parties claiming damages for alternative water supplies, property damages, and bodily injury.

Nevada Laws: At the state level, mining operations in Nevada are also regulated by the Nevada Department of Conservation and Natural Resources, Division of Environmental Protection. Nevada state law requires mine operators to hold Nevada Water Pollution Control Permits, which dictate operating controls and closure and post-closure requirements directed at protecting surface and ground water. In addition, operators are required to hold Nevada Reclamation Permits. These permits mandate concurrent and post-mining reclamation of mines and require the posting of reclamation bonds sufficient to guarantee the cost of mine reclamation. We have set up a provision for our reclamation bond at the Pan Mine. Compliance with this and other federal and state regulations could result in delays in beginning or expanding operations, incurring additional costs for investigation or cleanup of hazardous substances, payment of penalties for non-compliance or discharge of pollutants, and post-mining closure, reclamation and bonding, all of which could have an adverse impact on our financial performance and results of operations.

Other Nevada regulations govern operating and design standards for the construction and operation of any source of air contamination and landfill operations. Any changes to these laws and regulations could have an adverse impact on our financial performance and results of operations by, for example, requiring changes to operating constraints, technical criteria, fees or surety requirements.

Market forces or unforeseen developments may prevent us from obtaining the supplies and equipment necessary to explore for gold and other minerals.

Gold exploration, and mineral exploration in general, is a very competitive business. Competitive demands for contractors and unforeseen shortages of supplies and/or equipment could result in the disruption of our planned exploration activities. Current demand for exploration drilling services, equipment and supplies is robust and could result in suitable equipment and skilled manpower being unavailable at scheduled times for our exploration program. Fuel prices are extremely volatile as well. We will attempt to locate suitable equipment, materials, manpower and fuel if sufficient funds are available. If we cannot find the equipment and supplies needed for our various exploration programs, we may have to suspend some or all of them until equipment, supplies, funds and/or skilled manpower become available. Any such disruption in our activities may adversely affect our exploration activities and financial condition.

Joint ventures and other partnerships may expose us to risks.

We may enter into future joint ventures or partnership arrangements with other parties in relation to the exploration, of a certain portion of the CK Gold, Keystone, Maggie Creek and Challis Gold Properties in which we have an interest. Joint ventures can often require unanimous approval of the parties to the joint venture or their representatives for certain fundamental decisions such as an increase or reduction of registered capital, merger, division, dissolution, amendments of consenting documents, and the pledge of joint venture assets, which means that each joint venture party may have a veto right with respect to such decisions which could lead to a deadlock in the operations of the joint venture. Further, we may be unable to exert control over strategic decisions made in respect of such properties. Any failure of such other companies to meet their obligations to us or to third parties, or any disputes with respect to the parties' respective rights and obligations, could have a material adverse effect on the joint ventures or their properties and therefore could have a material adverse effect on our results of operations, financial performance, cash flows and the price of the Common Shares.

Our rights in certain mineral properties require us to perform contractual work commitments to retain our interest in those properties.

Pursuant to the Option Agreement, we have an exclusive right and option to earn-in and acquire up to 50% undivided interest in Maggie Creek, subject to work commitment expenditures which require us to perform exploration and development expenditures of \$4.5 million plus make a payment of \$250,000 to Orogen Royalties, Inc. We may elect within 60 days after making the \$250,000 payment, to increase our interest by an additional 20% by producing a feasibility study by the end of the ninth year of the Option Agreement. There is no assurance that we may achieve the work commitment expenditure and the payment of \$250,000 to Orogen Royalties, Inc. If we do not meet the contractual work commitments and payment, we could lose the option and our rights to the property. Furthermore, we may not elect to increase our interest within 60 days after the \$250,000 payment or we may fail to produce a feasibility study by the ninth year of the Option Agreement.

We may pursue acquisitions, divestitures, business combinations or other transactions with other companies, involving our properties or new properties, which could harm our operating results, may disrupt our business and could result in unanticipated accounting charges.

Acquisitions of other companies or new properties, divestitures, business combinations or other transactions with other companies may create additional, material risks for our business that could cause our results to differ materially and adversely from our expected or projected results. Such risk factors include the effects of possible disruption to the exploration activities and mine planning, loss of value associated with our properties, mismanagement of project development, additional risk and liability, indemnification obligations, sales of assets at unfavorable prices, failure to sell non-core assets at all, poor execution of the plans for such transactions, permit requirements, debt incurred or capital stock issued to enter into such transactions, the impact of any such transactions on our financial results, negative stakeholder reaction to any such transaction and our ability to successfully integrate an acquired company's operations with our operations. If the purchase price of any acquired businesses exceeds the current fair values of the net tangible assets of such acquired businesses, we would be required to record material amounts of goodwill or other intangible assets, which could result in significant impairment and amortization expense in future periods. These charges, in addition to the results of operations of such acquired businesses and potential restructuring costs associated with an acquisition, could have a material adverse effect on our business, financial condition and results of operations. We cannot forecast the number, timing or size of future transactions, or the effect that any such transactions might have on our operating or financial results. Furthermore, potential transactions, whether or not consummated, will divert our management's attention and may require considerable cash outlays at the expense of our existing operations. In addition, to complete future transactions, we may issue equity securities, incur debt, assume contingent liabilities or have amortization expenses and write-downs of acquired assets, which could adversely affect our profitability.

We may experience difficulty attracting and retaining qualified management to meet the needs of our anticipated growth, and the failure to manage our growth effectively could have a material adverse effect on our business and financial condition.

We are dependent on a relatively small number of key employees, including our President and Chief Executive Officer, our Chief Financial Officer and our Vice President – Exploration and Technical Services. The loss of any officer could have an adverse effect on us. We have no life insurance on any individual, and we may be unable to hire a suitable replacement for them on favorable terms, should that become necessary.

We may have exposure to greater than anticipated tax liabilities.

Our future income taxes could be adversely affected by earnings being lower than anticipated in jurisdictions that have lower statutory tax rates and higher than anticipated in jurisdictions that have higher statutory tax rates, changes in the valuation of our deferred tax assets or liabilities, or changes in tax laws, regulations, or accounting principles, as well as certain discrete items. We are subject to review or audit by tax authorities. As a result, we may in the future receive assessments in multiple jurisdictions on various tax-related assertions. Any adverse outcome of such a review or audit could have a negative effect on our operating results and financial condition. In addition, the determination of our provision for income taxes and other tax liabilities requires significant judgment, and there could be situations where the ultimate tax determination is uncertain. Although we believe our estimates are reasonable, the ultimate tax outcome may differ from the amounts recorded in our financial statements and may materially affect our financial results in the period or periods for which such determination is made.

Our activities may be adversely affected by unforeseeable and unquantifiable health risks, such as Coronavirus, whether those effects are local, nationwide or global. Matters outside our control may prevent us from executing on our exploration programs, limit travel of Company representatives, adversely affect the health and welfare of Company personnel or prevent important vendors and contractors from performing normal and contracted activities.

In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan, China and has reached multiple other countries, resulting in government-imposed quarantines, travel restrictions and other public health safety measures in China and other countries. On March 12, 2020, the WHO declared COVID-19 to be a global pandemic. The COVID-19 pandemic has resulted in numerous actions taken by governments and governmental agencies in an attempt to mitigate the spread of the virus, including travel bans, quarantines and other emergency public health measures. These measures have resulted in a significant reduction in economic activity and extreme volatility in the financial markets. If the COVID-19 pandemic continues on a prolonged basis or becomes more severe, the adverse impact on the economy may deteriorate further and our operations and cash flows may be negatively impacted. The extent of COVID-19's continuous impact on our financial and operational results, which could be material in the long run, will depend on the length of time that the pandemic continues, the ability to effectively vaccinate a large percentage of the population and whether subsequent waves of the infection or variant strains appear. Uncertainties regarding the economic impact of the ongoing COVID-19 pandemic are likely to result in sustained market volatility, which could impact our business, financial condition and cash flows to a greater extent.

The risks to the Company related to contagious disease, or policies implemented by governments to protect against the spread of a disease, are unforeseeable and unquantifiable by us. We, or our people, investors, contractors or stakeholders, may be prevented from free cross-border travel or normal attendance to activities in conducting Company business at trade shows, presentations, meetings or other activities meant to promote or execute our business strategy and transactions. We may be prevented from receiving goods or services from contractors. Decisions beyond our control, such as canceled events, restricted travel, barriers to entry or other factors may affect our ability to accomplish drilling programs, technical analysis of completed exploration actions, equity raising activities, and other needs that would normally be accomplished without such limitations.

We use a variety of outsourced contractors to execute our exploration programs. Drilling contractors need to be able to access our projects and ensure social distancing recommended safety standards. While our contractors are currently able to access our projects, there can be no assurances that this access will continue if subsequent waves of the infection or variant strains appear.

The COVID-19 pandemic has brought tremendous uncertainty to the global financial markets. As an exploration company with no revenues, we are reliant on constantly raising additional capital to fund our operations. A continuation or worsening of the levels of market disruption and volatility seen in the recent past could have an adverse effect on our ability to access capital, on our business, results of operations and financial condition, and on the market price of our common stock. There are no assurances we will be able to raise additional capital on favorable terms in the foreseeable future.

The COVID-19 pandemic can cause potential disruptions with several of our outsourced consultants and professionals which we rely on to execute our business. Our outsourced accountants, financial advisors, auditors, legal counsel, employees and Board have all experienced disruptions due to travel restrictions. This has the potential to cause delays to current and future financial filings. The Company has taken steps to mitigate the potential risks to suppliers and employees posed by the spread of COVID-19. The Company has implemented work from home policies where appropriate. The Company will continue to monitor developments affecting both their workforce and contractors, and will take additional precautions that management determines are necessary in order to mitigate the impacts.

In addition, the economic disruptions caused by COVID-19 could also adversely impact the impairment risks for certain long-lived assets and equity method investments. We evaluated these impairment considerations and determined that no such impairments occurred as of April 30, 2021.

As of April 30, 2021, our net working capital is approximately \$13.5 million. To the extent that future access to the capital markets or the cost of funding is adversely affected by COVID-19, we may need to consider alternative sources of funding for operations and working capital, which may adversely impact future results of operations, financial condition, and cash flows.

In April 2020, President Trump signed into law legislation referred to as the “Coronavirus Aid, Relief, and Economic Security Act” (the “CARES Act”). The CARES Act includes tax relief provisions such as: (a) an Alternative Minimum Tax (AMT) Credit Refund, (b) a 5-year net operating losses (NOL) carryback from years 2018-2020 and (c) delayed payment of employer payroll taxes. As of April 30, 2021, U.S. Gold has approximately \$32.3 million in NOL’s, which may not be carried back to prior years to generate tax refunds, since no tax has been paid in those years by the Company. Consequently, the CARES Act legislation did not have an impact on our income tax accounts.

RISKS RELATED TO THE MINERAL EXPLORATION INDUSTRY

Exploring for gold is an inherently speculative business.

Natural resource exploration and exploring for gold in particular is a business that by its nature is very speculative. There is a strong possibility that we will not discover gold or any other resources which can be mined or extracted at a profit. Although the CK Gold Project has a known historical gold deposit, the deposit may not be of the quality or size necessary for us to make a profit from actually mining it. Few properties that are explored are ultimately developed into producing mines. Unusual or unexpected geological formations, geological formation pressures, fires, power outages, labor disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable or adequate machinery, equipment or labor are just some of the many risks involved in mineral exploration programs and the subsequent expansion of potential gold deposits.

Estimates of mineral resources are subject to evaluation uncertainties that could result in project failure.

Our exploration and future potential mining operations, if any, are and would be faced with risks associated with being able to accurately predict the quantity and quality of mineral resources/reserves within the earth using statistical sampling techniques. Estimates of mineral resource/reserve on our properties would be made using samples obtained from appropriately placed trenches, test pits and underground workings and intelligently designed drilling. There is an inherent variability of assays between check and duplicate samples taken adjacent to each other and between sampling points that cannot be reasonably eliminated. Additionally, there also may be unknown geologic details that have not been identified or correctly appreciated at the current level of accumulated knowledge about our properties. This could result in uncertainties that cannot be reasonably eliminated from the process of estimating potential mineral resources/reserves. If these estimates were to prove to be unreliable, we could implement an exploitation plan that may not lead to any commercially viable operations in the future.

Any material changes in mineral resource/reserve estimates and grades of mineralization will affect the economic viability of placing a property into production and a property's return on capital.

As we have not completed feasibility studies on our CK Gold Project, Keystone, Maggie Creek and Challis Gold Properties and have not commenced actual production. Future potential mineral resource estimates may require adjustments or downward revisions. In addition, the grade ultimately mined, if any, may differ from that indicated by our preliminary economic assessment and drill results. Minerals recovered in small scale tests may not be duplicated in large scale tests under on-site conditions or in production scale.

Extended declines in market prices for gold or copper may render portions of our potential mineralization uneconomic and result in reduced reported mineralization or adversely affect any future potential commercial viability determinations we may reach. Any material reductions in estimates of mineralization, or of our ability to extract this mineralization, could have a material adverse effect on our share price and the value of our Properties.

We may be denied the government licenses and permits which we need to explore on our properties. In the event that we discover commercially exploitable deposits, we may be denied the additional government licenses and permits which we will need to mine our properties.

Exploration activities usually require the granting of permits from various governmental agencies. For example, exploration drilling on unpatented mineral claims requires a permit to be obtained from the United States BLM, which may take several months or longer to grant the requested permit. Depending on the size, location and scope of the exploration program, additional permits may also be required before exploration activities can be undertaken. Prehistoric or Native American graveyards, threatened or endangered species, archeological sites or the possibility thereof, difficult access, excessive dust and important nearby water resources may all result in the need for additional permits before exploration activities can commence. As with all permitting processes, there is the risk that unexpected delays and excessive costs may be experienced in obtaining required permits. The needed permits may not be granted at all. Delays in or our inability to obtain necessary permits will result in unanticipated costs, which may result in serious adverse effects upon our business.

Possible amendments to the General Mining Law and other regulations could make it more difficult or impossible for us to execute our business plan.

In recent years, the U.S. Congress has considered a number of proposed amendments to the General Mining Law, as well as legislation that would make comprehensive changes to the law. Although no such comprehensive legislation has been adopted to date, there can be no assurance that such legislation will not be adopted in the future. If adopted, such legislation, if it includes concepts that have been part of previous legislative proposals, could, among other things, (i) limit on the number of millsites that a claimant may use, (ii) impose time limits on the effectiveness of plans of operation that may not coincide with mine life, (iii) impose more stringent environmental compliance and reclamation requirements on activities on unpatented mining claims and millsites, (iv) establish a mechanism that would allow states, localities and Native American tribes to petition for the withdrawal of identified tracts of federal land from the operation of the General Mining Law, (v) allow for administrative determinations that mining would not be allowed in situations where undue degradation of the federal lands in question could not be prevented, (vi) impose royalties on gold and other mineral production from unpatented mining claims or impose fees on production from patented mining claims, and (vii) impose a fee on the amount of material displaced at a mine. Further, such legislation, if enacted, could have an adverse impact on earnings from our exploration operations, could reduce future estimates of any reserves we may establish and could curtail our future exploration activity on our unpatented claims.

Our ability to conduct exploration, and related activities may also be impacted by administrative actions taken by federal agencies.

We may not be able to maintain the infrastructure necessary to conduct exploration activities.

Our exploration activities depend upon adequate infrastructure. Reliable roads, bridges, power sources and water supply are important factors which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect our exploration activities and financial condition.

We compete against larger and more experienced companies.

The mining industry is intensely competitive. Many large mining companies are primarily producers of precious or base metals and may become interested in the types of deposits and exploration projects on which we are focused, which include gold, silver and other precious metals deposits or polymetallic deposits containing significant quantities of base metals, including copper. Many of these companies have greater financial resources, experience and technical capabilities than we do. We may encounter increasing competition from other mining companies in our efforts to acquire mineral properties and hire experienced mining professionals. Increased competition in our business could adversely affect our ability to attract necessary capital funding or acquire suitable mining properties or prospects for mineral exploration in the future.

We rely on contractors to conduct a significant portion of our exploration operations.

A significant portion of our exploration operations are currently conducted in whole or in part by contractors. As a result, our exploration operations are subject to a number of risks, some of which are outside our control, including:

- negotiating agreements with contractors on acceptable terms;
- the inability to replace a contractor and its operating equipment in the event that either party terminates the agreement;
- reduced control over those aspects of operations which are the responsibility of the contractor;
- failure of a contractor to perform under its agreement;
- interruption of exploration operations or increased costs in the event that a contractor ceases its business due to insolvency or other unforeseen events;
- failure of a contractor to comply with applicable legal and regulatory requirements, to the extent it is responsible for such compliance; and
- problems of a contractor with managing its workforce, labor unrest or other employment issues.

In addition, we may incur liability to third parties as a result of the actions of our contractors. The occurrence of one or more of these risks could adversely affect our results of operations and financial position.

Our exploration activities may be adversely affected by the local climate or seismic events, which could prevent us from gaining access to our property year-round.

Earthquakes, heavy rains, snowstorms, wildfires and floods could result in serious damage to or the destruction of facilities, equipment or means of access to our property, or may otherwise prevent us from conducting exploration activities on our property. There may be short periods of time when the unpaved portion of the access road is impassible in the event of extreme weather conditions or unusually muddy conditions. During these periods, it may be difficult or impossible for us to access our property, make repairs, or otherwise conduct exploration activities on them.

We may be unable to secure surface access or to purchase required surface rights.

Although we acquire the rights to some or all of the minerals in the ground subject to the mineral tenures that it acquires, or has a right to acquire, in most cases it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by such mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on exploration activities, however, the enforcement of such rights through the courts can be costly and time consuming. It is necessary to negotiate surface access or to purchase the surface rights if long-term access is required. There can be no guarantee that, despite having the right at law to access the surface and carry on exploration activities, we will be able to negotiate satisfactory agreements with any such existing landowners/occupiers for such access or purchase of such surface rights, and therefore we may be unable to carry out planned exploration activities. In addition, in circumstances where such access is denied, or no agreement can be reached, we may need to rely on the assistance of local officials or the courts in such jurisdiction the outcomes of which cannot be predicted with any certainty. Our inability to secure surface access or purchase required surface rights could materially and adversely affect our timing, cost or overall ability to develop any potential mineral deposits we may locate.

RISKS RELATED TO OWNERSHIP OF OUR COMMON STOCK

Public company compliance may make it more difficult to attract and retain officers and directors.

The Sarbanes-Oxley Act and rules implemented by the SEC have required changes in corporate governance practices of public companies. As a public company, we expect these rules and regulations to further increase our compliance costs and to make certain activities more time consuming and costly. As a public company, we also expect that these rules and regulations may make it more difficult and expensive for us to obtain director and officer liability insurance and we may be required to accept reduced policy limits and coverage or incur substantially higher costs to obtain the same or similar coverage. As a result, it may be more difficult for us to attract and retain qualified persons to serve on our board of directors or as executive officers, and to maintain insurance at reasonable rates, or at all.

Our stock price may be volatile.

The market price of our common stock is likely to be highly volatile and could fluctuate widely in price in response to various factors, many of which are beyond our control, including the following:

- results of our operations and exploration efforts;
- fluctuation in the supply of, demand and market price for gold;
- our ability to obtain working capital financing;
- additions or departures of key personnel;
- limited “public float” in the hands of a small number of persons whose sales or lack of sales could result in positive or negative pricing pressure on the market price for our common stock;
- our ability to execute our business plan;
- sales of our common stock and decline in demand for our common stock;
- regulatory developments;
- economic and other external factors;
- investor perception of our industry or our prospects; and
- period-to-period fluctuations in our financial results.

In addition, the securities markets have from time-to-time experienced significant price and volume fluctuations that are unrelated to the operating performance of particular companies. These market fluctuations may also materially and adversely affect the market price of our common stock. As a result, you may be unable to resell your shares of our common stock at a desired price.

Volatility in the price of our common stock may subject us to securities litigation.

As discussed above, the market for our common stock is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. In the past, plaintiffs have often initiated securities class action litigation against a company following periods of volatility in the market price of its securities. We may in the future be the target of similar litigation. Securities litigation could result in substantial costs and liabilities and could divert management’s attention and resources.

There is currently a limited trading market for our common stock and we cannot ensure that one will ever develop or be sustained.

Although our common stock is currently quoted on NASDAQ, there is limited trading activity. We can give no assurance that an active market will develop, or if developed, that it will be sustained. If an investor acquires shares of our common stock, the investor may not be able to liquidate our shares should there be a need or desire to do so. Only a small percentage of our common stock is available to be traded and is held by a small number of holders and the price, if traded, may not reflect our actual or perceived value. There can be no assurance that there will be an active market for our shares of common stock either now or in the future. The market liquidity of our common stock is limited and may be dependent on the market perception of our business, among other things. We may, in the future, take certain steps, including utilizing investor awareness campaigns, press releases, road shows and conferences to increase awareness of our business and any steps that we might take to bring us to the awareness of investors may require we compensate consultants with cash and/or stock. There can be no assurance that there will be any awareness generated or the results of any efforts will result in any impact on our trading volume. Consequently, investors may not be able to liquidate their investment or liquidate it at a price that reflects the value of the business and trading may be at an inflated price relative to our performance due to, among other things, availability of sellers of our shares. If a market should develop, the price may be highly volatile. Because there may be a low price for our shares of common stock, many brokerage firms or clearing firms may not be willing to effect transactions in the securities or accept our shares for deposit in an account. Even if an investor finds a broker willing to effect a transaction in the shares of our common stock, the combination of brokerage commissions, transfer fees, taxes, if any, and any other selling costs may exceed the selling price. Further, many lending institutions will not permit the use of low-priced shares of common stock as collateral for any loans.

Sales, offers or availability for sale of a substantial number of shares of our common stock may cause the price of our common stock to decline.

Sales of substantial amounts of the common stock, or the availability of such securities for sale, could adversely affect the prevailing market prices for the common stock. A decline in the market prices of the common stock could impair our ability to raise additional capital through the sale of securities should we desire to do so. In addition, if our stockholders sell substantial amounts of our common stock in the public market or upon the expiration of any statutory holding period, under Rule 144, or upon the exercise of outstanding options or warrants, it could create a circumstance commonly referred to as an “overhang” in anticipation of which the market price of our common stock could decline. The existence of an overhang, whether or not sales have occurred or are occurring, also could make it more difficult for us to raise additional financing through the sale of equity or equity-related securities in the future at a time and price that we deem reasonable or appropriate.

Our issuance of additional shares of common stock or securities convertible into common stock in exchange for services or to repay debt would dilute the proportionate ownership and voting rights of existing stockholders and could have a negative impact on the market price of our common stock.

Our board of directors may generally issue shares of common stock or securities convertible into common stock to pay for debt or services, without further approval by our stockholders, based upon such factors that our board of directors may deem relevant at that time. We have also issued securities as payment for services. It is likely that we will issue additional securities to pay for services and reduce debt in the future. We cannot give you any assurance that we will not issue additional shares of common stock or securities convertible into common stock under circumstances we may deem appropriate at the time.

Our articles of incorporation allow for our Board to create new series of preferred stock without further approval by our stockholders, which could adversely affect the rights of the holders of our common stock.

Our board of directors has the authority to fix and determine the relative rights and preferences of preferred stock. Our board of directors also has the authority to issue preferred stock without further stockholder approval. As a result, our board of directors could authorize the issuance of a series of preferred stock that would grant to holders the preferred right to our assets upon liquidation, the right to receive dividend payments before dividends are distributed to the holders of our common stock and the right to the redemption of the shares, together with a premium, prior to the redemption of our common stock. In addition, our board of directors could authorize the issuance of a series of preferred stock that has greater voting power than our common stock or that is convertible into our common stock, which could decrease the relative voting power of our common stock or result in dilution to our existing stockholders.

Anti-takeover provisions may impede the acquisition of our Company.

Certain provisions of the Nevada Revised Statutes have anti-takeover effects and may inhibit a non-negotiated merger or other business combination. These provisions are intended to encourage any person interested in acquiring us to negotiate with, and to obtain the approval of, our board of directors in connection with such a transaction. However, certain of these provisions may discourage a future acquisition of us, including an acquisition in which the stockholders might otherwise receive a premium for their shares. As a result, stockholders who might desire to participate in such a transaction may not have the opportunity to do so.

Investor Relations activities, nominal “float” and supply and demand factors may affect the price of our stock.

We expect to utilize various techniques such as non-deal road shows and investor relations campaigns in order to create investor awareness. These campaigns may include personal, video and telephone conferences with investors and prospective investors in which our business practices are described. We may provide compensation to investor relations firms and pay for newsletters, websites, mailings and email campaigns that are produced by third-parties based upon publicly-available information concerning us. We will not be responsible for the content of analyst reports and other writings and communications by investor relations firms not authored by us or from publicly available information. We do not intend to review or approve the content of such analysts’ reports or other materials based upon analysts’ own research or methods. Investor relations firms should generally disclose when they are compensated for their efforts, but whether such disclosure is made or complete is not under our control. In addition, investors in us may be willing, from time to time, to encourage investor awareness through similar activities. Investor awareness activities may also be suspended or discontinued which may impact the trading market our common stock.

The SEC and FINRA enforce various statutes and regulations intended to prevent manipulative or deceptive devices in connection with the purchase or sale of any security and carefully scrutinize trading patterns and company news and other communications for false or misleading information, particularly in cases where the hallmarks of “pump and dump” activities may exist, such as rapid share price increases or decreases. We, and our shareholders may be subjected to enhanced regulatory scrutiny due to the small number of holders who initially will own the registered shares of our common stock publicly available for resale, and the limited trading markets in which such shares may be offered or sold which have often been associated with improper activities concerning penny-stocks, such as the OTCQB Marketplace or pink sheets. Until such time as our restricted shares are registered or available for resale under Rule 144, there will continue to be a small percentage of shares held by a small number of holders, many of whom acquired such shares in privately negotiated purchase and sale transactions, that will constitute the entire available trading market. The Supreme Court has stated that manipulative action is a term of art connoting intentional or willful conduct designed to deceive or defraud investors by controlling or artificially affecting the price of securities. Often times, manipulation is associated by regulators with forces that upset the supply and demand factors that would normally determine trading prices. Since a small percentage of our outstanding common stock will initially be available for trading, held by a small number of individuals or entities, the supply of our common stock for sale will be extremely limited for an indeterminate amount of time, which could result in higher bids, asks or sales prices than would otherwise exist. Securities regulators have often cited thinly-traded markets, small numbers of holders, and awareness campaigns as components of their claims of price manipulation and other violations of law when combined with manipulative trading, such as wash sales, matched orders or other manipulative trading timed to coincide with false or touting press releases. There can be no assurance that our or third-parties’ activities, or the small number of potential sellers or small percentage of stock in the “float,” or determinations by purchasers or holders as to when or under what circumstances or at what prices they may be willing to buy or sell stock will not artificially impact (or would be claimed by regulators to have affected) the normal supply and demand factors that determine the price of the stock.

The Company’s does not intend to pay dividends in the foreseeable future.

We have rarely declared or paid any dividends on our common stock. We anticipate that we will retain any future earnings to support operations and to finance the development of our business and do not expect to pay cash dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend entirely upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock will depend in part on the research and reports that securities or industry analysts publish about us or our business. We have relatively little research coverage by securities and industry analysts. If no additional industry analysts commence coverage of the Company, the trading price for our common stock could be negatively impacted. If one or more of the analysts who cover us downgrades our common stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which could cause our stock price and trading volume to decline.

We may not meet the continued listing requirements of the NASDAQ, which could result in a delisting of our common stock.

Our common stock is listed on the NASDAQ. We have in the past, and may in the future, be unable to comply with certain of the listing standards that we are required to meet to maintain the listing of our common shares on the NASDAQ. For instance, on November 7, 2019, we received a letter from the Listing Qualifications Department of the NASDAQ Stock Market indicating that, based upon the closing bid price of our common stock for the 30 consecutive business day period between September 26, 2019, through November 6, 2019, we did not meet the minimum bid price of \$1.00 per share required for continued listing on the NASDAQ pursuant to NASDAQ Listing Rule 5550(a)(2). On April 3, 2020, we received notice from the NASDAQ indicating that we have regained compliance with the minimum bid price requirement under NASDAQ Listing Rule 5550(a)(2), and the matter is now closed.

If NASDAQ delists our common stock from trading on its exchange for failure to meet the listing standards, we and our stockholders could face significant material adverse consequences including:

- a limited availability of market quotations for our securities;
- a determination that our common stock is a “penny stock” which will require brokers trading in our common stock to adhere to more stringent rules, possibly resulting in a reduced level of trading activity in the secondary trading market for our common stock;
- a limited amount of analyst coverage; and
- a decreased ability to issue additional securities or obtain additional financing in the future.

Delisting could also have other negative results, including the potential loss of confidence by employees, the loss of institutional investor interest and fewer business development opportunities.

Item 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

Item 2. PROPERTIES

Mining Properties

We own, lease, sublease or have certain other mining rights to the foregoing properties. For a complete description of each property owned, leased subleased or controlled by, including property in which we hold any or all mineral rights (the “Mining Properties”), see Item 1.

Item 3. LEGAL PROCEEDINGS

None.

Item 4. MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Act, 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 twelve months period ended April 30, 2021, we and our 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.

PART II

Item 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

Our Common Stock is traded on the NASDAQ Capital Market under the symbol "USAU".

Holders of Common Stock

On July 28, 2021, we had 446 registered holders of record of our common stock, which number does not reflect beneficial stockholders who hold their stock in nominee or "street" name through various brokerage firms. On July 28, 2021, the closing sales price of our common stock as reported on NASDAQ Capital Market was \$10.27 per share.

Dividends and dividend policy

We do not anticipate paying dividends on shares of its common stock in the foreseeable future as the Board of Directors intends to retain future earnings for use in our business. Any future determination as of the payment of dividends on our common stock will depend upon our financial condition, results of operations and such other factors as the Board of Directors seems relevant.

Recent Sales of Unregistered Securities.

There were no sales of unregistered securities during the fiscal year ended April 30, 2021 that were not previously reported on a Quarterly Report on Form 10-Q or a Current Report on Form 8-K. None of the transactions involved any underwriters, underwriting discounts or commissions.

Item 6. [RESERVED].

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," and other parts of this Form 10-K contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. Forward-looking statements are not guarantees of future performance and our actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading "Risk Factors," which are included herein. The following discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of this Form 10-K. All information presented herein is based on our fiscal calendar. Unless otherwise stated, references to particular years or quarters refer to our fiscal years ended in April and the associated quarters of those fiscal years. We assume no obligation to revise or update any forward-looking statements for any reason, except as required by law.

Overview

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 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 and Maggie Creek Projects in Nevada and the Challis Gold project in Idaho. None of our properties contain proven and probable reserves under SEC Industry Guide 7, and all of our activities on all of our properties are exploratory in nature.

On March 17, 2020, we filed a certificate of amendment to our Articles of Incorporation with the Secretary of State of Nevada in order to effectuate a reverse stock split of our issued and outstanding common stock per share on a one for ten basis, effective as of 5:00 p.m. (Eastern Time) on March 19, 2020. All share and per share values of our common stock for all periods presented in the accompanying consolidated financial statements are retroactively restated for the effect of the reverse stock splits.

Summary of Activities for the Year ended April 30, 2021

During the year ended April 30, 2021, we focused primarily on moving our CK Gold Project in Wyoming towards a Pre-Feasibility study (PFS), enhancing our understanding of the Keystone Project deposit, planning an exploration drilling program on our Maggie Creek Project, closing the acquisition of Northern Panther Resource Corporation and analyzing the historic geological data on the Challis Gold Project in Idaho and completing equity financings.

An overview of certain significant events follows:

CK Gold Project, Wyoming

- Multiple exploration and development programs were carried out during the year ending April 30, 2021 to advance the CK Gold Project towards a Pre-Feasibility Study (PFS) level study. These are more fully described under our Property section above.

Keystone Project, Cortez Trend, Nevada

- On May 20, 2020, we announced a proposed 2020 Keystone exploration program, subject to us obtaining additional financing.
- On August 25, 2020, we announced the publication of a technical report on the Keystone project by the Geological Society of Nevada.
- On May 19, 2021, we received Bureau of Land Management (BLM) approval for an additional 50 acres of disturbance under our effective Plan of Operations (POO) for Keystone. We advanced the required reclamation bond. We also announced potential interest in the Keystone project from various industry partners for potential joint venture opportunities.

Maggie Creek Project, Carlin Trend, Nevada

- On October 28, 2020, we announced an exploration update for Maggie Creek.
- On April 7, 2021, we announced new targets for a Maggie Creek exploration drilling program.
- On June 30, 2021, we announced the successful completion of our Maggie Creek 2021 contractual exploration program, drilling 2 holes for a total of 4,440 feet (1,353 meters). With these 2 holes, we satisfied our 2021 contractual exploration commitments at Maggie Creek and plan to review the results for future potential exploration programs.

Challis Gold Project, Idaho

- On May 26, 2021, we announced an exploration and operational update for our Challis Gold Project in Idaho. Highlights included:
 - We continue towards the completion of a Plan of Operations as the next phase of exploration;
 - We are planning to engage in mapping, geochemical and geophysical surveys in the second half of 2021; and
 - Potential strategic joint-venture partners have expressed interest in our Challis Gold project

Sales of Preferred Units & Common Shares to raise a total of \$14.5 million in cash

On August 10, 2020, we entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Gold King Acquisition Corp., a wholly owned subsidiary of U.S. Gold Corp. (“Acquisition Corp.”), Northern Panther Resources Corporation (“Northern Panther” or “NPRC”) and the Stockholder Representative named therein, pursuant to which Acquisition Corp. merged with and into NPRC, with NPRC surviving as our wholly-owned subsidiary (such transaction, the “Merger”).

At the closing of the Merger, which occurred on August 11, 2020, the outstanding shares of common stock of NPRC outstanding immediately prior to the Merger were converted into and represent the right to receive (i) 581,053 shares of our common stock, par value \$0.001 per share, and (ii) 106,894 shares of our Series H Convertible Preferred Stock, par value \$0.001 per share (the “Series H Preferred Stock” and, together with the common stock, the “Merger Consideration”), which Series H Preferred Stock converts into common stock on a 1 for 10 basis at the option of the holder.

The common stock issued pursuant to the Merger Agreement as part of the Merger Consideration was sold as “restricted stock” subject to the six-month minimum hold period under Rule 144 under the Securities Act of 1933, as amended (the “Securities Act”). In addition, pursuant to certain leak-out agreements (the “Leak-Out Agreements”) entered into concurrently with the execution of the Merger Agreement by and between the stockholders of NPRC and us, the shares of common stock issued pursuant to the Merger Agreement, including shares issued upon conversion of the Series H Convertible Preferred Stock, are subject to a leak-out provision limiting future share sales of our common stock held by the holders of such shares to no more than 10% of the daily trading volume.

The Merger Agreement included customary representations and warranties of the Company, Acquisition Corp. and NPRC. In connection with the Merger, Luke Norman Consulting Ltd. received a finder’s fee equal to the quotient of (a) 5% of the purchase value for the Merger and (b) the 30-day Volume Weighted Average Price (“VWAP”) of a share of our common stock as reported on the Nasdaq Capital Market prior to the execution Merger Agreement, which was paid in 82,500 shares restricted common stock on the closing date of the Merger.

In connection with the Merger, on August 10, 2020, we entered into a securities purchase agreement (the “SPA”) with certain investors (the “Purchasers”), pursuant to which we sold to the Purchasers in a private placement (i) an aggregate of 921,666 shares of our Series I Convertible Preferred Stock, par value \$0.001 per share (the “Series I Preferred Stock”) and (ii) warrants to purchase an aggregate of 921,666 shares of common stock at an exercise price of \$6.00 per share (the “Warrants”) for aggregate consideration of \$5,530,004.

The Series I Preferred Stock has substantially the same terms as the Series H Preferred Stock, except that each share of Series I Preferred Stock is convertible into one share of common stock. The Warrants are exercisable in whole or in part at any time, from time to time following the initial exercise date, terminate five years following the issuance, and are subject to an exchange cap. The sale of the Series I Preferred Stock and Warrants under the SPA closed on August 11, 2020.

The Warrants and the shares of the Company’s Common Stock issuable upon the exercise of the Warrants, the conversion of the Series H Preferred Stock, and the conversion of the Series I Preferred Stock are not being registered under the Securities Act and were offered pursuant to and in reliance on the exemption provided in Section 4(a)(2) under the Securities Act and Rule 506(b) promulgated thereunder.

On February 1, 2021, we completed a registered direct offering (“the Offering”) with certain institutional and accredited investors (the “Purchasers”), pursuant to which we sold (i) in the Offering an aggregate of 914,136 shares of common stock of the Company, at an offering price of \$10.54 per share and (ii) in a concurrent private placement warrants to purchase an aggregate of 457,068 shares of common stock at an exercise price of \$14.50 per share, for net proceeds from the Offering of approximately \$9.0 million after deducting financial advisory fees and offering expenses.

Pursuant to the terms of the Offering, the warrants are exercisable six months following the date of issuance and terminate five years following the initial exercise date. A holder of such warrant does not have the right to exercise any portion of its warrants if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or 9.99% at the election of the holder prior to the date of issuance) of the number of shares of common stock outstanding immediately after giving effect to such exercise (the “Beneficial Ownership Limitation”); provided, however, that upon 61 days’ prior notice to the Company, the holder may increase the Beneficial Ownership Limitation, provided that in no event shall the Beneficial Ownership Limitation exceed 9.99%.

Shareholder Meeting, Appointment of Directors & Corporate Matters

On August 13, 2020, we announced the appointment of Mr. George Bee as our President.

On November 9, 2020, we held our annual meeting of stockholders. At that meeting, among other matters, shareholders approved a new Equity Incentive Plan, approved our audit firm, and elected two new board members.

Effective November 9, 2020, our Board of Directors appointed Mr. George Bee, Mr. Robert Schafer and Ms. Tara Gilfillan to the Board of Directors to fill the vacancies created by the resignation of prior Directors. Mr. Bee, Mr. Schafer and Ms. Gilfillan bring a wealth of senior financial knowledge and mining industry senior level executive experience to us, which includes experience with mining companies, mine development and financing mining operations.

On November 9, 2020, we appointed George Bee as our President and Chief Executive Officer. Mr. Edward Karr continued to serve on the Board as Executive Chairman

On January 6, 2021, our Board of Directors appointed Mr. Michael Waldkirch to the Board of Directors as we increased the size of our board from five to six members.

On March 19, 2021, we and Edward Karr, the Company's Executive Chairman, agreed by mutual understanding that Mr. Karr's employment as an officer and employee, and his service as a member of the board of directors, of the Company would terminate, effective as of March 19, 2021 (the "Separation Date"). In connection with Mr. Karr's departure, we entered into a General Release and Severance Agreement with Mr. Karr, as amended (the "Separation Agreement"), pursuant to which Mr. Karr agreed to provide certain transition services to us through the Separation Date. Pursuant to the Separation Agreement, Mr. Karr was entitled to receive any equity awards granted to Mr. Karr by us pursuant to our 2014 Equity Incentive Plan (the "2014 Plan"), 2017 Equity Incentive Plan (the "2017 Plan"), or 2020 Equity Incentive Plan (the "2020 Plan", and the 2014 Plan, 2017 Plan, and 2020 Plan are collectively referred to herein as, the "Equity Plans") during the term of Mr. Karr's employment shall be 100% vested and retained by Mr. Karr, notwithstanding any terms in an award agreement or plan document regarding forfeiture of such awards under the Equity Plans upon termination of employment (provided that the foregoing shall not in any way extend the awards beyond their original term), other than the restricted stock units (the "2019 RSUs") granted to Mr. Karr pursuant to that certain Restricted Stock Unit Award Agreement, dated September 18, 2019, by and between Mr. Karr and us (the "Award Agreement"), which remain outstanding pursuant to the terms of the 2020 Plan and the Award Agreement.

Pursuant to the Separation Agreement, Mr. Karr agreed to a general release of claims in favor of us. Upon effectiveness of the Separation Agreement, the employment agreement, effective December 4, 2020, between us and Mr. Karr will automatically terminate; provided, however, that certain provisions, including customary confidentiality, noncompete and non-solicitation provisions, will remain in full force and effect.

Effective immediately following Mr. Karr's departure from the Company, the size of the board of directors has been set at five and the board of directors has appointed George Bee, our Chief Executive Officer and President, as our Chairman.

On July 19, 2021, we appointed Kevin Francis as our Vice President – Exploration and Technical Services.

Results of Operations

The Years Ended April 30, 2021 and 2020

Net Revenues

We are an exploration stage company and accordingly we generated no revenues for the years ended April 30, 2021 and 2020.

Operating Expenses

Total operating expenses for the year ended April 30, 2021 as compared to the year ended April 30, 2020, were approximately \$12.4 million and \$5.7 million, respectively. The approximate \$6.7 million increase in operating expenses for the year ended April 30, 2021, as compared to April 30, 2020, is comprised of (i) an increase in compensation expense of approximately \$1,968,000 primarily due to increase in compensation related to total bonuses of \$600,000 paid in common stock and \$112,500 paid in cash, stock-based compensation from the accelerated vesting of certain stock options and restricted stock units and the hiring of additional executive management in August and September 2020, (ii) an increase of approximately \$2,741,000 in exploration expenses on our mineral properties due to an increase in exploration activities in our CK Gold property, (iii) an increase in professional and consulting fees of approximately \$1,704,000 primarily due to increases in stock-based consulting fees of approximately \$645,000, legal fees of approximately \$238,000 primarily due to services related to the NPRC merger and general corporate matters, accounting fees of approximately \$50,000, and general strategic, investor relations, and permitting consulting services of \$771,000, and (iv) an increase in general and administrative expenses of approximately \$286,000 due primarily to increases in public company expenses related to the Annual Meeting, abandonment expense related to the Gold Bar Mineral properties, insurance, advertising and office expenses.

Pre-tax Loss from Operations

We reported pre-tax losses from operations of approximately \$12.4 million and \$5.7 million for the years ended April 30, 2021 and 2020, respectively.

Benefit from Income Taxes

For the year ended April 30, 2021 and 2020, benefit from income taxes was \$0 and \$438,145, respectively. During the year ended April 30, 2020, we recognized a tax benefit from our alternative minimum tax credit carryforward which was refundable under the Tax Cuts and Jobs Act of 2017 in the United States, of which we received \$219,073 during the year ended April 30, 2020 and the remaining \$219,072 during the year ended April 30, 2021.

Net Loss

As a result of the operating expense and other expense discussed above, we reported a net loss of approximately \$12.4 million for the year ended April 30, 2021 as compared to a net loss of approximately \$5.2 million for the year ended April 30, 2020.

Liquidity and Capital Resources

The following table summarizes total current assets, liabilities and working capital at April 30, 2021 compared to April 30, 2020:

	<u>April 30, 2021</u>	<u>April 30, 2020</u>	<u>Increase</u>
Current Assets.....	\$ 14,075,765	\$ 3,181,747	\$ 10,894,018
Current Liabilities.....	\$ 619,038	\$ 157,840	\$ 461,198
Working Capital	<u>\$ 13,456,727</u>	<u>\$ 3,023,907</u>	<u>\$ 10,432,820</u>

As of April 30, 2021, we had working capital of \$13,456,727 as compared to working capital of \$3,023,907 as of April 30, 2020, an increase of \$10,432,820. During the year ended April 30, 2021, we received a total of approximately \$17.0 million proceeds from the sale of an aggregate of 921,666 shares of our Series I Convertible Preferred Stock and warrants to purchase an aggregate of 921,666 shares of our common stock at an exercise price of \$6.00 per share for approximately \$5.5 million, exercise of stock warrants for approximately \$2.5 million and the sale of 914,136 shares of common stock for approximately \$9.0 million in the Offering. These were the primary sources of cash to fund operations. Additionally, we received approximately \$2.5 million in cash as a part of the acquisition of NPRC in August 2020. We used the proceeds primarily to fund operations during the fiscal year 2021 and to increase cash reserves.

We cannot be certain that additional funding will be available on acceptable terms, or at all. To the extent that we raise additional funds by issuing equity securities, our stockholders may experience significant dilution. Any debt financing, if available, may involve restrictive covenants that impact our ability to conduct business. If we are unable to raise additional capital when required, or on acceptable terms, we may have to delay, scale back or discontinue our exploration activities or programs.

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 impose various requirements on public companies. We expect to spend between \$150,000 and \$200,000 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.

At April 30, 2021, we had working capital of approximately \$13.5 million. We had approximately \$619,000 outstanding in current liabilities and a cash balance of approximately \$13.6 million. For the fiscal years ended April 30, 2021 and 2020, we incurred losses in the amounts of approximately \$12.4 million and \$5.2 million, respectively. We believe that our existing resources will be sufficient to fund our planned operations for 9 to 12 months. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently expect. Our future capital requirements will depend on many factors, including potential acquisitions, changes in exploration programs and related studies and other operating strategies. We continue to assess the impact of COVID-19, which may adversely affect our ability to obtain additional future capital.

The audit opinion and notes that accompany our consolidated financial statements for the year ended April 30, 2021 disclose a ‘going concern’ qualification to our ability to continue in business. The accompanying consolidated financial statements have been prepared under the assumption that we will continue as a going concern. We have incurred losses since our inception. We do not have sufficient cash to fund all of our planned operations and exploration and meet all of our obligations for the next 12 months without deferring payment on certain current liabilities and/or raising additional funds. These conditions raise substantial doubt about the Company’s ability to continue as a going concern for a period at least a year from when these financial statements are made available. The consolidated financial statements do not include any adjustments that might be necessary should we be unable to continue as a going concern. If the going concern basis were not appropriate for these financial statements, adjustments would be necessary in the carrying value of assets and liabilities, the reported expenses and the balance sheet classifications used.

Financing Transactions

Cash flows from financing activities continued to provide the primary source of our liquidity. We are anticipating raising additional capital but there can be no assurance that it will be able to do so or if the terms will be favorable. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded assets or the amounts of and classification of liabilities that might be necessary in the event we cannot continue in existence.

Management has determined that additional capital will be required in the form of equity or debt securities. There are no assurances that management will be able to raise capital on terms acceptable to us. If we are unable to obtain sufficient amounts of additional capital, we may be required to reduce the scope of our planned exploration activities, which could harm our business, financial condition and operating results. If we obtain additional funds by selling any of our equity securities or by issuing common stock to pay current or future obligations, the percentage ownership of our stockholders will be reduced, stockholders may experience additional dilution, or the equity securities may have rights preferences or privileges senior to the common stock. If adequate funds are not available to us when needed on satisfactory terms, we may be required to cease operating or otherwise modify our business strategy.

Summary Cash flows for the years ended April 30, 2021 and 2020:

	For the Year Ended <u>April 30, 2021</u>	For the Year Ended <u>April 30, 2020</u>
Net cash used in operating activities.....	\$ (8,590,636)	\$ (3,897,743)
Net cash provided by investing activities	\$ 2,457,009	\$ 159,063
Net cash provided by financing activities.....	\$ 17,029,075	\$ 4,291,456

Cash Used in Operating Activities

Net cash used in operating activities totaled approximately \$8.6 million and \$3.9 million for the years ended April 30, 2021 and 2020, respectively. Net loss for the years ended April 30, 2021 and 2020 totaled approximately \$12.4 million and \$5.2 million. Additionally, we expensed approximately \$3.6 million in stock-based compensation for options and shares issued to employees and consultants during the year ended April 30, 2021 as compared to approximately \$1.3 million during the year ended April 30, 2020 primarily due to stock-based compensation related to bonuses to our CEO and former COO and stock-based consulting fee paid to a consultant related to the NPRC merger. Net changes of approximately \$57,000 in operating assets and liabilities are primarily due to net increases in prepaid expenses and other assets of approximately \$151,000, reclamation of bond deposits of approximately \$363,000, and net of increases of approximately \$353,000 in accounts payable to trade vendors and related parties offset by decrease in income tax receivable of approximately \$219,000.

Cash Provided by Investing Activities

Net cash provided by investing activities totaled approximately \$2,457,000 and \$159,000 for the year ended April 30, 2021 and 2020, respectively, primarily due to cash received in connection with share exchange agreements of \$2.5 million offset by purchase of property and equipment of approximately \$43,000 for the year ended April 30, 2021 as compared to \$159,000 primarily due to the net proceeds received from the share exchange agreement the year ended April 30, 2020.

Cash Provided by Financing Activities

Net cash provided by financing activities totaled approximately \$17.0 million and \$4.3 million, net of issuance costs, for the years ended April 30, 2021 and 2020, respectively, primarily due to proceeds from the issuance of Series I Preferred Stock and warrants in August 2020 for approximately \$5.5 million, proceeds from exercise of stock warrants for approximately \$2.5 million and the registered direct sale of common stock and warrants in February 2021 for approximately \$9.0 million for the year ended April 30, 2021 as compared with net cash provided by financing activities of approximately \$2.4 million from the issuance of preferred stock and warrants and approximately \$1.9 million from the issuance of common stock for the year ended April 30, 2020.

Off-Balance Sheet Arrangements

We do not have, and do not have any present plans to implement, any off-balance sheet arrangements.

Recently Issued Accounting Pronouncements

Refer to Note 2 to the consolidated financial statements.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of our consolidated financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Management believes the following critical accounting policies affect the significant judgments and estimates used in the preparation of the financial statements.

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 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 assumptions used to fair value of common stock issued and options granted, asset retirement obligations, and the valuation of deferred tax assets and liabilities.

Stock-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. Pursuant to ASC 505, “Equity—Equity Based Payments to Non-Employees” (“ASC 505-50”), for share-based payments to consultants and other third parties, compensation expense is determined at the measurement date, which is the grant date. Until the measurement date is reached, the total amount of compensation expense remains uncertain.

ASU 2018-07 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted, but no earlier than adoption of ASC 606. We chose to early adopt ASU 2018-07 in July 2018. The adoption of this standard did not have a material effect on our consolidated financial statements and related disclosures.

Mineral Rights

Costs of lease, exploration, carrying and retaining unproven mineral lease properties are expensed as incurred. We expense all mineral exploration costs as incurred as we are still in the exploration stage. If we identify proven and probable reserves in our investigation of our properties and upon development of a plan for operating a mine, we would enter the development stage and capitalize future costs until production is established.

When a property reaches the production stage, the related capitalized costs are amortized on a units-of-production basis over the proven and probable reserves following the commencement of production. We assess the carrying costs of the capitalized mineral properties for impairment under ASC 360-10, “Impairment of long-lived assets”, and evaluates its 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.

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.

Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

Item 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

**U.S. GOLD CORP. AND SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2021**

	<u>Page</u>
Index to Consolidated Financial Statements	
Consolidated Financial Statements:	
Report of Independent Registered Public Accounting Firm	F-1
Consolidated Balance Sheets as of April 30, 2021 and 2020	F-2
Consolidated Statements of Operations – Years ended April 30, 2021 and 2020	F-3
Consolidated Statements of Changes in Stockholders’ Equity - Years ended April 30, 2021 and 2020	F-4
Consolidated Statements of Cash Flows - Years ended April 30, 2021 and 2020.....	F-5
Notes to Consolidated Financial Statements - Years ended April 30, 2021 and 2020.....	F-6

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and Board of Directors of
U.S. Gold Corp.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of U.S. Gold Corp. and Subsidiaries (the “Company”) as of April 30, 2021 and 2020, the related consolidated statements of operations, changes in stockholders’ equity and cash flows for each of the two years in the period ended April 30, 2021, and the related notes (collectively referred to as the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of April 30, 2021 and 2020, and the results of its operations and its cash flows for each of the two years in the period ended April 30, 2021, in conformity with accounting principles generally accepted in the United States of America.

Explanatory Paragraph – Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As more fully described in Note 3, the Company has a significant working capital deficiency, has incurred significant losses and needs to raise additional funds to meet its obligations and sustain its operations. These conditions raise substantial doubt about the Company’s ability to continue as a going concern. Management’s plans in regard to these matters are also described in Note 3. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

Critical Audit Matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/ Marcum LLP

Marcum LLP

We have served as the Company’s auditor since from 2016 through 2018 and subsequently reappointed as the Company’s auditor in 2019.

New York, NY
July 29, 2021

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

	April 30,	
	2021	2020
ASSETS		
CURRENT ASSETS:		
Cash	\$ 13,645,405	\$ 2,749,957
Income tax receivable	-	219,072
Prepaid expenses and other current assets	430,360	212,718
Total current assets	14,075,765	3,181,747
NON - CURRENT ASSETS:		
Property, net	172,222	133,371
Reclamation bond deposit.....	718,509	355,556
Mineral rights	16,356,862	6,163,559
Total non - current assets	17,247,593	6,652,486
Total assets	\$ 31,323,358	\$ 9,834,233
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES:		
Accounts payable and accrued liabilities	\$ 619,038	\$ 154,381
Accounts payable - related parties	-	3,459
Total current liabilities	619,038	157,840
LONG- TERM LIABILITIES		
Asset retirement obligation.....	204,615	168,392
Total liabilities	823,653	326,232
Commitments and Contingencies		
STOCKHOLDERS' EQUITY :		
Preferred stock, \$0.001 par value; 50,000,000 authorized		
Convertible Series F Preferred stock (\$0.001 Par Value; 1,250 Shares Authorized; none issued and outstanding as of April 30, 2021 and 2020)	-	-
Convertible Series G Preferred stock (\$0.001 Par Value; 127 Shares Authorized; none and 57 issued and outstanding as of April 30, 2021 and 2020).....	-	-
Convertible Series H Preferred stock (\$0.001 Par Value; 106,894 Shares Authorized; none issued and outstanding as of April 30, 2021 and 2020)	-	-
Convertible Series I Preferred stock (\$0.001 Par Value; 921,666 Shares Authorized; none issued and outstanding as of April 30, 2021 and 2020)	-	-
Common stock (\$0.001 Par Value; 200,000,000 Shares Authorized; 7,065,621 and 2,903,393 shares issued and outstanding as of April 30, 2021 and 2020).....	7,065	2,903
Additional paid-in capital	74,467,686	41,093,050
Accumulated deficit.....	(43,975,046)	(31,587,952)
Total stockholders' equity	30,499,705	9,508,001
Total liabilities and stockholders' equity	\$ 31,323,358	\$ 9,834,233

See accompanying notes to consolidated financial statements.

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

	For the Year Ended <u>April 30, 2021</u>	For the Year Ended <u>April 30, 2020</u>
Net revenues	\$ -	\$ -
Operating expenses:		
Compensation and related taxes - general and administrative	3,334,227	1,366,168
Exploration costs	4,019,838	1,278,372
Professional and consulting fees.....	4,085,516	2,381,513
General and administrative expenses.....	<u>947,513</u>	<u>661,442</u>
Total operating expenses	<u>12,387,094</u>	<u>5,687,495</u>
Loss from operations	<u>(12,387,094)</u>	<u>(5,687,495)</u>
Loss before benefit for income taxes.....	(12,387,094)	(5,687,495)
Benefit from income taxes.....	<u>-</u>	<u>438,145</u>
Net loss	(12,387,094)	(5,249,350)
Deemed dividend related to beneficial conversion feature of preferred stock	<u>(5,530,004)</u>	<u>(2,086,212)</u>
Net loss applicable to U.S. Gold Corp. common shareholders	<u>\$ (17,917,098)</u>	<u>\$ (7,335,562)</u>
Net Loss per common share, basic and diluted.....	<u>\$ (3.80)</u>	<u>\$ (3.17)</u>
Weighted average common shares outstanding - basic and diluted..	<u>4,712,755</u>	<u>2,316,610</u>

See accompanying notes to consolidated financial statements.

U.S. GOLD CORP. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED APRIL 30, 2021 AND 2020

	Preferred Stock - Series F \$0.001 Par Value		Preferred Stock - Series G \$0.001 Par Value		Preferred Stock - Series H \$0.001 Par Value		Preferred Stock - Series I \$0.001 Par Value		Common Stock \$0.001 Par Value		Additional Paid-in Capital	Accumulated Deficit	Total Stockholders' Equity
	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount	Shares	Amount			
Balance, April 30, 2019	-	\$ -	-	\$ -	-	\$ -	-	\$ -	1,986,063	\$ 1,986	\$ 33,425,931	\$ (26,275,102)	\$ 7,152,815
Issuance of preferred stock and warrants for cash, net of offering cost	1,250	1	-	-	-	-	-	-	-	-	2,401,201	-	2,401,202
Issuance of preferred stock in connection with the Exchange Agreement	(127)	-	127	-	-	-	-	-	-	-	-	-	-
Issuance of common stock for cash, net of offering cost	-	-	-	-	-	-	-	-	357,142	357	1,889,898	-	1,890,255
Issuance of common stock to private placement agent related to sale of common stock	-	-	-	-	-	-	-	-	25,281	25	(25)	-	-
Conversion of preferred stock into common stock	(1,123)	(1)	(70)	-	-	-	-	-	222,018	222	(221)	-	-
Issuance of common stock in connection with the share exchange agreement	-	-	-	-	-	-	-	-	200,000	200	2,019,800	-	2,020,000
Issuance of common stock for services	-	-	-	-	-	-	-	-	78,153	78	572,525	-	572,603
Issuance of common stock for accrued services	-	-	-	-	-	-	-	-	2,862	3	26,900	-	26,903
Stock options granted for services	-	-	-	-	-	-	-	-	-	-	196,046	-	196,046
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	-	-	-	-	-	-	32,454	33	497,495	-	497,528
Deemed dividend related to issuance of Series G preferred stock	-	-	-	-	-	-	-	-	-	-	63,500	(63,500)	-
Fractional difference due to the reverse stock-split	-	-	-	-	-	-	-	-	(580)	(1)	-	-	(1)
Net loss	-	-	-	-	-	-	-	-	-	-	-	(5,249,350)	(5,249,350)
Balance, April 30, 2020	-	-	57	-	-	-	-	-	2,903,393	2,903	41,093,050	(31,587,952)	9,508,001
Issuance of preferred stock and warrants, net of issuance cost	-	-	-	-	-	-	921,666	922	-	-	5,529,082	-	5,530,004
Issuance of preferred stock and common stock in connection with the Share Exchange Agreement	-	-	-	-	106,894	107	-	-	581,053	581	12,640,292	-	12,640,980
Conversion of preferred stock into common stock	-	-	(57)	-	(106,894)	(107)	(921,666)	(922)	2,010,963	2,011	(982)	-	-
Common stock issued for cash	-	-	-	-	-	-	-	-	914,136	914	8,998,163	-	8,999,077
Issuance of common stock for services	-	-	-	-	-	-	-	-	163,076	163	1,539,201	-	1,539,364
Issuance of common stock for prepaid services	-	-	-	-	-	-	-	-	8,231	8	106,242	-	106,250
Issuance of common stock for exercise of warrants	-	-	-	-	-	-	-	-	482,894	483	2,499,511	-	2,499,994
Stock options granted for services	-	-	-	-	-	-	-	-	-	-	194,761	-	194,761
Stock-based compensation in connection with restricted common stock award grants and restricted common stock unit grants	-	-	-	-	-	-	-	-	1,875	2	1,868,366	-	1,868,368
Net loss	-	-	-	-	-	-	-	-	-	-	-	(12,387,094)	(12,387,094)
Balance, April 30, 2021	-	\$ -	-	\$ -	-	\$ -	-	\$ -	7,065,621	\$ 7,065	\$ 74,467,686	\$ (43,975,046)	\$ 30,499,705

See accompanying notes to consolidated financial statements.

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

	<u>For the Year Ended April 30, 2021</u>	<u>For the Year Ended April 30, 2020</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (12,387,094)	\$ (5,249,350)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation.....	22,886	10,730
Accretion	17,477	10,474
Stock based compensation.....	3,602,493	1,266,177
Abandonment of mineral properties	56,329	-
Amortization of prepaid stock based expenses.....	40,105	160,377
Changes in operating assets and liabilities:		
Income tax receivable.....	219,072	(219,072)
Prepaid expenses and other current assets	(151,497)	240,166
Reclamation bond deposit.....	(362,953)	(16,109)
Accounts payable and accrued liabilities.....	356,005	(88,959)
Accounts payable - related parties	(3,459)	(12,177)
NET CASH USED IN OPERATING ACTIVITIES.....	<u>(8,590,636)</u>	<u>(3,897,743)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(42,991)	-
Proceeds received in connection with the share exchange agreement	<u>2,500,000</u>	<u>159,063</u>
NET CASH PROVIDED BY INVESTING ACTIVITIES	<u>2,457,009</u>	<u>159,063</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of preferred stock and warrants, net of issuance cost.....	5,530,004	2,401,201
Issuance of common stock, net of offering costs.....	8,999,077	1,890,255
Issuance of common stock for exercise of warrants	<u>2,499,994</u>	<u>-</u>
NET CASH PROVIDED BY FINANCING ACTIVITIES	<u>17,029,075</u>	<u>4,291,456</u>
NET INCREASE IN CASH	10,895,448	552,776
CASH - beginning of year	<u>2,749,957</u>	<u>2,197,181</u>
CASH - end of year	<u>\$ 13,645,405</u>	<u>\$ 2,749,957</u>
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Cash paid for:		
Interest	<u>\$ -</u>	<u>\$ -</u>
Income taxes	<u>\$ -</u>	<u>\$ -</u>
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Issuance of common stock for accrued services	\$ -	\$ 26,903
Issuance of common stock for prepaid services	<u>\$ 106,250</u>	<u>\$ -</u>
Deemed dividends - Series F preferred stock	<u>\$ -</u>	<u>\$ 2,086,212</u>
Deemed dividends - Series I preferred stock	<u>\$ 5,530,004</u>	<u>\$ -</u>
Issuance of common stock in connection with conversion of preferred stock.....	<u>\$ 2,011</u>	<u>\$ -</u>
Issuance of common stock in connection with the share exchange agreement	<u>\$ -</u>	<u>\$ 2,020,000</u>
Assumption of liabilities in connection with the share exchange agreement	<u>\$ 108,652</u>	<u>\$ 125,670</u>
Increase in acquisition of mineral properties in connection with the share exchange agreement	<u>\$ 10,249,632</u>	<u>\$ 1,986,607</u>
Increase in asset retirement cost and obligation	<u>\$ 18,746</u>	<u>\$ 69,172</u>

See accompanying notes to consolidated financial statements.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

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 June 13, 2016, Gold King Corp. (“Gold King”), a private Nevada corporation, entered into an Agreement and Plan of Merger (the “Gold King Merger Agreement”) with the Company, the Company’s wholly-owned subsidiary Dataram Acquisition Sub, Inc., a Nevada corporation (“Acquisition Sub”), and all of the principal shareholders of Gold King. Upon closing of the transactions contemplated under the Gold King Merger Agreement (the “Gold King Merger”), Gold King merged with and into Acquisition Sub with Gold King as the surviving corporation and became a wholly-owned subsidiary of the Company. The Gold King Merger was treated as a reverse acquisition and recapitalization, and the business of Gold King became the business of the Company. The financial statements are those of Gold King (the accounting acquirer) prior to the merger and include the activity of the Company (the legal acquirer) from the date of the Gold King Merger. Gold King is a gold and precious metals exploration company pursuing exploration and development opportunities primarily in Nevada and Wyoming. The Company has a wholly owned subsidiary, U.S. Gold Acquisition Corporation, formerly Dataram Acquisition Sub, Inc. (“U.S. Gold Acquisition”), a Nevada corporation which was formed in April 2016.

On May 23, 2017, the Company closed the Gold King Merger with Gold King. The Gold King Merger constituted a change of control and the majority of the board of directors changed with the consummation of the Gold King Merger. The Company issued shares of common stock to Gold King which represented approximately 90% of the combined company.

On September 10, 2019, the Company, 2637262 Ontario Inc., a corporation incorporated under the laws of the Province of Ontario (“NumberCo”), and all of the shareholders of NumberCo (the “NumberCo Shareholders”), entered into a Share Exchange Agreement (the “Share Exchange Agreement”), pursuant to which, among other things, the Company agreed to issue to the NumberCo Shareholders 200,000 shares of the Company’s common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly-owned subsidiary of the Company.

On March 17, 2020, the board of directors (the “Board”) of the Company approved a 1-for-10 reverse stock split of the Company’s issued and outstanding shares of common stock (the “Reverse Stock Split”), and on March 18, 2020, the Company filed with the Secretary of State of the State of Nevada a Certificate of Amendment to its Articles of Incorporation to effect the Reverse Stock Split. The Reverse Stock Split became effective as of 5:00 p.m. Eastern Time on March 19, 2020, and the Company’s common stock began trading on a split-adjusted basis when the market opened on March 20, 2020. Accordingly, all common stock and per share data are retrospectively restated to give effect of the split for all periods presented herein.

On August 10, 2020, the Company entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Gold King Acquisition Corp. (“Acquisition Corp.”), a wholly owned subsidiary of the Company, Northern Panther Resources Corporation (“Northern Panther” or “NPRC”) and the Stockholder Representative named therein, pursuant to which Acquisition Corp. merged with and into NPRC, with NPRC surviving as a wholly-owned subsidiary of the Company (see Note 4).

None of the Company’s properties contain proven and probable reserves and all of the Company’s 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.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation and principles of consolidation

The accompanying 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-K, and the rules and regulations of the United States Securities and Exchange Commission (the “SEC”) for financial information, which includes the consolidated financial statements and presents the consolidated financial statements of the Company and its wholly-owned subsidiaries as of April 30, 2021. All intercompany transactions and balances have been eliminated. 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.

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 and preferred stock, valuation of warrants, asset retirement obligations and the valuation of deferred tax assets and liabilities.

Fair Value Measurements

The Company has adopted Accounting Standards Codification (“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.

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.

At April 30, 2021 and 2020, the Company had no financial instruments or liabilities accounted for at fair value on a recurring basis or nonrecurring basis.

Prepaid expenses and other current assets

Prepaid expenses and other current assets of \$430,360 and \$212,718 at April 30, 2021 and 2020, 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, drilling fees, and mineral lease fees which are being amortized over the terms of their respective agreements.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

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 ten 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 years ended April 30, 2021 and 2020.

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 as it is still in the exploration stage. If the Company identifies proven and probable reserves in its investigation of its properties and upon development of a plan for operating a mine, it would enter the development stage and capitalize future costs until production is established.

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 its 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 not established the commercial feasibility of any exploration prospects; therefore, all exploration costs are being expensed.

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 ASU 2016-02, "Leases".

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

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. Pursuant to ASC 505, “Equity—Equity Based Payments to Non-Employees” (“ASC 505-50”), for share-based payments to consultants and other third parties, compensation expense is determined at the measurement date, which is the grant date. Until the measurement date is reached, the total amount of compensation expense remains uncertain.

ASU 2018-07 applies to all share-based payment transactions in which the grantor acquires goods and services to be used or consumed in its own operations by issuing share-based payment awards. ASU 2018-07 also clarifies that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under ASC 606. ASU 2018-07 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, with early adoption permitted, but no earlier than adoption of ASC 606. The Company chose to early adopt ASU 2018-07 in July 2018. The adoption of this standard did not have a material effect on the Company’s consolidated financial statements and related disclosures.

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 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 met the criteria for equity classification under the guidance in ASU 2017-11 “Earnings Per Share (Topic 260); Distinguishing Liabilities from Equity (Topic 480); Derivatives and Hedging (Topic 815): (Part I) Accounting for Certain Financial Instruments with Down Round Feature”. The Company has no outstanding warrants that contain a “down round” feature under Topic 815 of ASU 2017-11.

Convertible Preferred Stock

The Company accounts for its convertible preferred stock under the provisions of ASC 480, “Distinguishing Liabilities from Equity” (“ASC 480”), which sets forth the standards for how an issuer classifies and measures certain financial instruments with characteristics of both liabilities and equity. ASC 480 requires an issuer to classify a financial instrument that is within the scope of ASC 480 as a liability if such financial instrument embodies an unconditional obligation to redeem the instrument at a specified date and/or upon an event certain to occur. During the years ended April 30, 2021 and 2020, the Company’s convertible preferred shares were accounted for as equity, with no liability recorded. There were no outstanding preferred stock as of April 30, 2021.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Convertible Instruments

The Company bifurcates conversion options from their host instruments and accounts for them as free standing derivative financial instruments according to certain criteria. The criteria includes circumstances in which (a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract, (b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur and (c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument. An exception to this rule when the host instrument is deemed to be conventional as that term is described under applicable U.S. GAAP.

When the Company has determined that the embedded conversion options should not be bifurcated from their host instruments, the Company records, when necessary, a beneficial conversion feature (“BCF”) related to the issuance of convertible debt and equity instruments that have conversion features at fixed rates that are in-the-money when issued, and the fair value of warrants issued in connection with those instruments. The BCF for the convertible instruments is recognized and measured by allocating a portion of the proceeds to warrants, based on their relative fair value, and as a reduction to the carrying amount of the convertible instrument equal to the intrinsic value of the conversion feature. The discounts recorded in connection with the BCF and warrant valuation are recognized (a) for convertible debt as interest expense over the term of the debt, using the effective interest method or (b) for convertible preferred stock as dividends at the time the stock first becomes convertible.

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.

Income Taxes

The Company accounts for income taxes pursuant to the provision of ASC 740-10, “Accounting for Income Taxes” (“ASC 740-10”), 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.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

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.

The Company has adopted 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.

The Consolidated Balance Sheets include a tax refund receivable of \$219,072 as of the period ended April 30, 2020, under the Tax Cuts and Jobs Act of 2017 for carryovers of previously paid alternative minimum tax by Dataram Corporation (see Note 11). On March 1, 2021, the Company collected \$219,072 of the income tax receivable which was recorded as of April 30, 2020.

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 December 2019, the FASB issued Accounting Standards Update (“ASU”) 2019-12, “Simplifying the Accounting for Income Taxes.” This guidance, among other provisions, eliminates certain exceptions to existing guidance related to the approach for intra-period tax allocation, the methodology for calculating income taxes in an interim period and the recognition of deferred tax liabilities for outside basis differences. This guidance also requires an entity to reflect the effect of an enacted change in tax laws or rates in its effective income tax rate in the first interim period that includes the enactment date of the new legislation, aligning the timing of recognition of the effects from enacted tax law changes on the effective income tax rate with the effects on deferred income tax assets and liabilities. Under existing guidance, an entity recognizes the effects of the enacted tax law change on the effective income tax rate in the period that includes the effective date of the tax law. ASU 2019-12 is effective for interim and annual periods beginning after December 15, 2020, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company’s consolidated financial statements.

In August 2020, the FASB issued ASU 2020-06, Debt - Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging Contracts in Entity’s Own Equity (Subtopic 815-40), which eliminates the beneficial conversion and cash conversion accounting models for convertible instruments, amends the accounting for certain contracts in an entity’s own equity that are currently accounted for as derivatives because of specific settlement provisions, and modifies how particular convertible instruments and certain contracts that may be settled in cash or shares impact the diluted EPS calculation. The standard is effective for annual periods beginning after December 15, 2021, and interim periods within those reporting periods. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those reporting periods. The standard can be adopted under the modified retrospective method or the full retrospective method. The Company expects that this guidance will not have a material impact on the Company’s consolidated financial statements.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

In October 2020, the FASB issued ASU 2020-09, Debt (Topic 470) - Amendments to SEC Paragraphs Pursuant to SEC Release No. 33-10762, or ASU 2020-09, to reflect the SEC's amended disclosure rules for guaranteed debt securities offerings. The final rule amends the disclosure requirements in SEC Regulation S-X, Rule 3-10, which require entities to separately present financial statements for subsidiary issuers and guarantors of registered debt securities unless certain exceptions are met. The amended rule allows entities to provide summarized financial information of the parent company and its issuers and guarantors on a combined basis either in a note to the financial statements or as part of management's discussion and analysis. ASU 2020-09 is effective for filings on or after January 4, 2021, with early adoption permitted. The adoption of this guidance did not have a material impact on the Company's consolidated financial statements.

NOTE 3 — GOING CONCERN

The accompanying 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 April 30, 2021, the Company had cash of approximately \$13.6 million, working capital of approximately \$13.5 million and an accumulated deficit of approximately \$44.0 million. The Company had a net loss and cash used in operating activities of approximately \$12.4 million and \$8.6 million, respectively, for the year ended April 30, 2021. 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 exploration operations. The Company's primary source of operating funds since inception has been equity financings. As of the date of filing the annual report for the year ended April 30, 2021, the Company had sufficient cash to fund its operations for approximately 9 to 12 months and expects that it would be required to raise additional funds to fund its operations thereafter. The ongoing COVID-19 pandemic has and may continue to adversely impact the Company's business, as the Company's operations are based in and rely on third parties located in areas affected by the pandemic. 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 financial statements.

Additionally, on February 1, 2021, the Company closed the transaction under the securities purchase agreement (the "February 2021 Purchase Agreement") with certain institutional and accredited investors (the "Purchasers"). Pursuant to the February 2021 Purchase Agreement, the Company issued and sold to the Purchasers (i) in a registered direct offering (the "Offering") an aggregate of 914,136 shares of the Company's common stock at a price of \$10.54 per share and (ii) in a concurrent private placement warrants to purchase an aggregate of 457,068 shares of common stock at an exercise price of \$14.50 per share for aggregate gross proceeds from the Offering of approximately \$9.6 million (see Note 8).

There can be no assurance that the Company will be able to raise additional capital or if the terms will be favorable.

The 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 date of these consolidated financial statements, the Company has not established any proven or probable reserves on its mineral properties and has incurred only acquisition costs and exploration costs.

CK Gold Project

The Company, through its wholly-owned subsidiary, Gold King Corp., a Nevada corporation, owns the Copper King gold and copper development project (the "CK Gold Project"), which is comprised of two State of Wyoming Metallic and Non-metallic Rocks and Minerals Mining Leases covering an area of approximately 1.8 square miles located in the Silver Crown Mining District of southeast Wyoming.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On July 2, 2014, the Company entered into an Asset Purchase Agreement whereby the Company acquired certain mining leases and other mineral rights comprising the CK Gold Project. The purchase price consisted of (a) cash payment in the amount of \$1.5 million and (b) closing shares calculated at 50% of the issued and outstanding shares of the Company's common stock and valued at \$1.5 million. In accordance with ASC 360-10, "Property, Plant, and Equipment", assets are recognized based on their cost to the acquiring entity, which generally includes the transaction costs of the asset acquisition. Accordingly, the Company recorded a total cost of the acquired mineral properties of \$3,091,738 at the date of purchase, which included the purchase price (\$3,000,000) and related transaction costs.

Keystone Project

The Company, through its wholly-owned subsidiary, U.S. Gold Acquisition Corporation ("USGAC"), a Nevada corporation, acquired the mining claims comprising the Keystone Project on May 27, 2016 from Nevada Gold Ventures, LLC ("Nevada Gold") and Americas Gold Exploration, Inc. under the terms of a purchase and sale agreement. At the time of purchase, the Keystone Project consisted of 284 unpatented lode mining claims situated in Eureka County, Nevada. The purchase price for the Keystone Project consisted of cash payment in the amount of \$250,000, shares of common stock at the fair value of \$555,000 and options valued at \$184,968 at the time of acquisition.

Accordingly, at the date of acquisition, the Company recorded a total cost of the acquired mineral properties of \$1,028,885 which includes the purchase price (\$989,968) and related transaction cost (\$38,917). Some of the Keystone Project claims are subject to pre-existing net smelter royalty ("NSR") obligations. In addition, under the terms of the purchase and sale agreement, Nevada Gold retained additional NSR rights of 0.5% with regard to certain claims and 3.5% with regard to certain other claims. Under the terms of the Purchase and Sale Agreement, the Company may buy down one percent (1%) of the royalty from Nevada Gold at any time through the fifth anniversary of the closing date for \$2,000,000 which the Company did not exercise. The Company may buy down an additional one percent (1%) of the royalty anytime through the eighth anniversary of the closing date for \$5,000,000.

Gold Bar North Project

In August 2017, the Company closed on a transaction under a purchase and sale agreement executed in June 2017 with Nevada Gold and USGAC, pursuant to which Nevada Gold sold and USGAC purchased all rights, title and interest in the Gold Bar North Property, a gold development project located in Eureka County, Nevada. The purchase price for the Gold Bar North Property was: (a) cash payment in the amount of \$20,479, which was paid in August 2017, and (b) shares of common stock of the Company, which were issued in August 2017, valued at \$35,850. During the year ended April 30, 2021, the Company did not renew the mineral claims on the Gold Bar North mineral properties and as such the Company recorded an abandonment expense of \$56,329 included in general and administrative expenses in the accompanying consolidated statements of operations.

Maggie Creek Project

On September 10, 2019, the Company, NumberCo and the NumberCo Shareholders, entered into the Share Exchange Agreement, pursuant to which, among other things, the Company agreed to issue to the NumberCo Shareholders 200,000 shares of the Company's common stock in exchange for all of the issued and outstanding shares of NumberCo, with NumberCo becoming a wholly owned subsidiary of the Company.

NumberCo owns all of the issued and outstanding shares of Orevada Metals Inc. ("Orevada"), a corporation under the laws of the state of Nevada. At the time of acquisition, the Company acquired from NumberCo cash of \$159,063, and assumed liabilities consisting of accounts payable totaling \$125,670. As a result, the Company acquired Orevada's right to an option agreement dated in February 2019 (the "Option Agreement"). The Option Agreement grants Orevada the exclusive right and option to earn-in and acquire up to 50% undivided interest in a property called Maggie Creek, located in Eureka County, Nevada by completing a \$4.5 million in exploration and development expenditures ("Initial Earn-in") and payment to Renaissance Exploration, Inc. ("Renaissance"), the grantor, of \$250,000. Orevada may elect within 60 days after making the \$250,000 payment, to increase its interest by an additional 20% (total interest of 70%) by producing a feasibility study by the end of the ninth year of the Option Agreement. As of April 30, 2021, approximately \$5,200 of expenditures have been incurred against the Option Agreement.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Pursuant to ASU 2017-01 and ASC 805, each titled “Business Combinations”, the Company analyzed the Share Exchange Agreement to determine if the Company acquired a business or assets. Based on this analysis, it was determined that the Company acquired assets, primarily consisting of cash and the right to an Option Agreement. The Company excluded the cash received in the determination of the gross assets and concluded that the right to the Option Agreement represents substantially all of the fair value of the gross assets acquired. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the asset is not considered a business.

The monetary value of the 200,000 shares issued to the NumberCo Shareholders was deemed by the Company to be \$2,020,000. In accordance with ASC 805-50-30 “Business Combinations”, the Company determined that if the consideration paid is not in the form of cash, the measurement may be based on either (i) the cost which is measured based on the fair value of the consideration given or (ii) the fair value of the assets (or net assets) acquired, whichever is more clearly evident and thus more reliably measurable.

The 200,000 shares issued to the NumberCo Shareholders were valued at \$2,020,000, or \$10.10 per share, the fair value of the Company’s common stock based on the quoted trading price on the date of the Share Exchange Agreement (see Note 8). No goodwill was recorded as the Share Exchange Agreement was accounted for as an asset purchase.

The relative fair value of the assets acquired and liabilities assumed were based on management’s estimates of the fair values on September 10, 2019, the date of the Share Exchange Agreement. Based upon the purchase price allocation, the following table summarizes the estimated relative fair value of the assets acquired and liabilities assumed at the date of acquisition:

Cash	\$ 159,063
Mineral property – Maggie Creek	<u>1,986,607</u>
Total assets acquired at fair value	2,145,670
Total Liabilities assumed at fair value	<u>(125,670)</u>
Total purchase consideration	<u>\$ 2,020,000</u>

Northern Panther Merger Agreement

On August 10, 2020, the Company entered into the Merger Agreement with Acquisition Corp., NPRC and the Stockholder Representative named therein, pursuant to which Acquisition Corp. merged with and into NPRC, with NPRC surviving as a wholly-owned subsidiary of the Company (such transaction, the “Merger”).

At the closing of the Merger, which occurred on August 11, 2020, the shares of common stock of NPRC outstanding immediately prior to the Merger (other than shares held as treasury stock) were converted into and represent the right to receive (i) 581,053 shares of the Company’s common stock and (ii) 106,894 shares of the Company’s Series H Convertible Preferred Stock, par value \$0.001 per share (the “Series H Preferred Stock” and, together with the common stock, the “Merger Consideration”), which Series H Preferred Stock was convertible into common stock on a 1 for 10 basis (see Notes 8). On November 13, 2020, the Company issued an aggregate of 1,068,940 shares of the Company’s common stock in exchange for the conversion of all 106,894 outstanding shares of Series H Preferred Stock.

Pursuant to ASU 2017-01 and ASC 805, the Company analyzed the Merger Agreement to determine if the Company acquired a business or acquired assets. Based on this analysis, it was determined that the Company acquired assets primarily consisting of 1) cash and 2) mineral rights on a gold exploration project in Idaho called the Challis Gold exploration project. The Company excluded the cash received in the determination of the gross assets and concluded that the mineral right- Challis Gold project represents substantially all of the fair value of the gross assets acquired. If substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets, the asset is not considered a business.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

In accordance with ASC 805-50-30 “Business Combinations”, the Company determined that if the consideration paid is not in the form of cash, the measurement may be based on either (i) the cost which is measured based on the fair value of the consideration given or (ii) the fair value of the assets (or net assets) acquired, whichever is more clearly evident and thus more reliably measurable. Accordingly, the total consideration given consist of the shares of common stock and common stock equivalents of 1,650,000 shares, valued at the Volume Weighted Average Price for the 30-day period immediately prior to the date of the Merger Agreement of \$7.6612 per share of common stock, or \$12,640,980. Net assets purchased consist of:

Cash – US Dollars	\$ 2,500,000
Intangible assets – (mineral rights) Challis Gold Project.....	10,249,632
Total assets acquired at fair value.....	<u>12,749,632</u>
Total Liabilities assumed at fair value – US Dollars	(108,652)
Total purchase consideration	<u>\$ 12,640,980</u>

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

	<u>April 30, 2021</u>	<u>April 30, 2020</u>
CK Gold Project	\$ 3,091,738	\$ 3,091,738
Keystone Project.....	1,028,885	1,028,885
Gold Bar North Project.....	-	56,329
Maggie Creek Project	1,986,607	1,986,607
Challis Gold Project.....	10,249,632	-
Total.....	<u>\$ 16,356,862</u>	<u>\$ 6,163,559</u>

NOTE 5 — PROPERTY AND EQUIPMENT

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

	<u>April 30, 2021</u>	<u>April 30, 2020</u>
Site costs	\$ 169,803	\$ 151,057
Computer equipment	3,498	-
Vehicle.....	39,493	-
Total.....	<u>212,794</u>	<u>151,057</u>
Less: accumulated depreciation	(40,572)	(17,686)
Total.....	<u>\$ 172,222</u>	<u>\$ 133,371</u>

For the years ended April 30, 2021 and 2020, depreciation expense amounted to \$22,886 and \$10,730, respectively.

NOTE 6 — ASSET RETIREMENT OBLIGATION

In conjunction with various permit approvals permitting the Company to undergo exploration activities at the CK Gold, Keystone and Maggie Creek Project 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:

	<u>April 30, 2021</u>	<u>April 30, 2020</u>
Balance, beginning of period	\$ 168,392	\$ 88,746
Addition and changes in estimates.....	18,746	69,172
Accretion expense.....	17,477	10,474
Balance, end of period	<u>\$ 204,615</u>	<u>\$ 168,392</u>

For the years ended April 30, 2021 and 2020, accretion expense amounted to \$17,477 and \$10,474, respectively.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

NOTE 7 — RELATED PARTY TRANSACTIONS

On April 16, 2019, the Company entered into a one-year consulting agreement with a director of the Company for providing services related to investor and strategic introduction to potential industry partners. In consideration for the services, the consultant was paid \$3,750 per month in cash, and total shares of the Company's common stock with a value of \$45,000. In April 2019, the Company issued 4,592 shares of the Company's common stock, valued at \$45,000 at the market price on the dates of grant, in connection with this consulting agreement. On January 7, 2021, the Company entered into another one-year agreement ("January 2021 Agreement") with the director providing for an annual fee of \$86,000 consisting of shares of the Company's common stock with a value of \$50,000 and cash payments of \$36,000 which is paid \$3,000 per month. In January 2021, the Company issued 3,222 shares of common stock pursuant to the January 2021 Agreement (see Note 8). The Company paid consulting fees to such director of \$15,750 and \$45,000 in cash during the year ended April 30, 2021 and 2020, respectively.

Accounts payable to related parties as of April 30, 2021 and 2020 was \$0 and \$3,459, respectively, and was reflected as accounts payable – related party in the accompanying consolidated balance sheets. The related party to which accounts were payable as of April 30, 2020 was the former Chief Financial Officer, who was owed a total of \$3,459 (including \$2,700 payable in shares of common stock).

On September 16, 2020, the Company and David Rector, the Company's former Chief Operating Officer, agreed by mutual understanding, that Mr. Rector's employment as an officer and employee of the Company was terminated, effective as of October 31, 2020 (see Note 8). In connection with Mr. Rector's departure, the Company entered into a General Release and Severance Agreement with Mr. Rector, pursuant to which Mr. Rector provided certain transition services to the Company from the Separation Date until December 31, 2020. The Company paid consulting fees to Mr. Rector of \$30,000 in cash after his termination.

On March 19, 2021, the Company and Edward Karr, the Company's former Executive Chairman, agreed by mutual understanding, that Mr. Karr's employment as an officer and employee, and his service as a member of the board of directors, of the Company was terminated, effective March 19, 2021. In connection with Mr. Karr's departure, the Company entered into a General Release and Severance Agreement with Mr. Karr, as amended, pursuant to which Mr. Karr will provide certain transition services to the Company through the Separation Date. Pursuant to the Separation Agreement, Mr. Karr will be entitled to receive any equity awards granted to Mr. Karr by the Company. Additionally, on March 19, 2021, the Company entered into a one-year agreement ("March 2021 Agreement") for general corporate advisory services to be provided by Mr. Karr for an annual fee of \$180,000 consisting of shares of the Company's common stock with a value of \$60,000 and cash payments of \$120,000 which is paid \$10,000 per month. The Company paid consulting fees to Mr. Karr of \$16,371 in cash during the year ended April 30, 2021 and recorded accrued expenses of \$7,500 in connection with the March 2021 consulting agreement and reflected in accounts payable and accrued liabilities in the accompanying consolidated balance sheets.

NOTE 8 — STOCKHOLDERS' EQUITY

As of April 30, 2021, 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.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Series F Convertible Preferred Stock

On June 20, 2019, the Company sold, under the terms of a securities purchase agreement (the “June 2019 Purchase Agreement”) dated June 19, 2019, 1,250 Series F Preferred units for an aggregate purchase price of \$2,500,000, or \$2,000 per unit. Each unit consisted of one (1) share of 0% Series F Preferred Stock and 87 Class X Warrants on a registered basis and 175 Class A Warrants on an unregistered basis. The Series F Preferred Stock contains no redemption feature. The Company sold a total of 1,250 shares of Series F Preferred Stock, 219,375 Class A Warrants and 109,750 Class X Warrants under the June 2019 Purchase Agreement. Each share of Series F Preferred Stock, at the option of the holder at any time, was convertible into the number of shares of common stock of the Company determined by dividing the \$2,000 (the stated value per share of the Series F Preferred Stock) by a conversion price of \$11.40 per share (approximately 219,375 shares of common stock), subject to adjustment. Each Class X Warrant was exercisable to acquire one share of the Company’s common stock and one Class Y Warrant at an exercise price of \$11.40, for a period of six (6) months from the date of issuance. Class X Warrants expired on December 19, 2019. Each Class Y Warrant was exercisable to acquire one share of the Company’s common stock at an exercise price of \$11.40 per share, commencing six (6) months from the date of issuance (the “Initial Exercise Date”) and would have expired on a date that is the five (5) year anniversary of the Initial Exercise Date. No Class X Warrant was exercised prior to its expiration and, as such, no Class Y Warrants were issued. Each Class A Warrant is exercisable to acquire one share of the Company’s common stock at an exercise price of \$11.40 per share, commencing six (6) months from the date of issuance and will expire on a date that is the five (5) year anniversary of the date of issuance. The Company incurred \$98,799 in offering costs for this placement.

The fair value of the Series F Preferred Stock and warrants if converted on the date of issuance was greater than the value allocated to the Series F Preferred Stock and warrants. As a result, the Company recorded a BCF of approximately \$2.0 million that the Company recognized as deemed dividend to the preferred stockholders and accordingly, an adjustment to net loss to arrive at net loss available to common stockholders and a corresponding increase in additional paid in capital upon issuance of the Series F Preferred Stock and warrants. The Company accounted for the deemed dividend resulting from the issuance of Series F Preferred Stock and warrants using the relative fair value method (see Note 2).

The June 2019 Purchase Agreement includes customary representations, warranties and covenants by the Company and provides for indemnification of the purchasers against certain liabilities, including liabilities incurred as a result of or relating to any breach of the representations, warranties, covenants or agreements made by the Company in the June 2019 Purchase Agreement. The Company assessed the classification of these warrants and determined that such instruments met the criteria for equity classification under the guidance in ASC 815.

During the three months ended July 31, 2019, the Company issued an aggregate of 108,070 shares of the Company’s common stock in exchange for the conversion of 616 shares of the Company’s Series F Preferred Stock.

During the three months ended October 31, 2019, the Company issued an aggregate of 63,860 shares of the Company’s common stock in exchange for the conversion of 364 shares of the Company’s Series F Preferred Stock.

During the three months ended April 30, 2020, the Company issued an aggregate of 25,088 shares of the Company’s common stock in exchange for the conversion of 143 shares of the Company’s Series F Preferred Stock. After the conversion of these shares, there remained 127 shares of Series F Convertible Preferred Stock outstanding, which were exchanged for Series G Convertible Preferred Stock.

As of April 30, 2021 and 2020, all Series F Preferred Stock had converted and there were no shares of Series F Preferred Stock outstanding.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Series G Convertible Preferred Stock

On March 29, 2020, concurrent with the issuance of shares of common stock and warrants for cash, the Company entered into an exchange agreement with holders of shares of the Series F Preferred Stock pursuant to which the remaining 127 shares of the Company's Series F Preferred Stock were exchanged for 127 shares of the Series G Preferred Stock at a stated value of \$2,000 per share, the same as the Series F Convertible Preferred Stock. The Series G Preferred Stock had substantially the same terms as that of the Series F Preferred Stock except the conversion price of the Series G Preferred Stock was \$5.60 per share, for a total of 45,357 common shares.

During April 2020, the Company issued an aggregate of 25,000 shares of the Company's common stock in exchange for the conversion of 70 shares of Series G Preferred Stock.

As a result of the exchange, the Company recorded approximately \$64,000 of deemed dividend to the preferred stockholders and accordingly, an adjustment to net loss to arrive at net loss available to common stockholders and a corresponding increase in additional paid in capital upon issuance of the Series G Preferred Stock. The Company accounted for the deemed dividend resulting from the exchange of Series F Preferred Stock into Series G Preferred Stock in accordance with ASC 470-50 and ASC 260-10-S99-2.

As of April 30, 2020, there were 57 shares of Series G Preferred Stock outstanding. During the year ended April 30, 2021, the Company issued an aggregate of 20,357 shares of the Company's common stock in exchange for the conversion of 57 shares of Series G Preferred Stock. As of April 30, 2021, all Series G Preferred Stock had converted and there were no shares of Series G Preferred Stock outstanding.

Series H Convertible Preferred Stock

Northern Panther Merger Agreement

On August 10, 2020, the Company entered into the Merger Agreement with Acquisition Corp., NPRC and the Stockholder Representative named therein, pursuant to which the Company agreed to issue (i) 581,053 shares of the Company's common stock, and (ii) 106,894 shares of the Company's Series H Preferred Stock in exchange for all the issued and outstanding shares of NPRC with NPRC becoming a wholly owned subsidiary of the Company. The Merger closed on August 11, 2020 (see Note 4).

On August 11, 2020, the Company filed a Certificate of Designations, Preferences and Rights of the Series H Preferred Stock with the Secretary of State of the State of Nevada amending its Articles of Incorporation to establish the Series H Preferred Stock and the number, relative rights, preferences and limitations thereof. Pursuant to the Certificate of Designations, 106,894 shares of preferred stock have been designated as Series H Preferred Stock.

The Series H Preferred Stock was convertible into common stock on a 1 for 10 basis upon the receipt of the approval by the requisite vote of the Company's stockholders at the Company's 2020 annual meeting, which was held on November 9, 2020. The Company's stockholders approved such conversion on November 9, 2020. On November 13, 2020, the Company issued an aggregate of 1,068,940 shares of the Company's common stock in exchange for the conversion of all 106,894 outstanding shares of Series H Preferred Stock.

In connection with the Merger, Luke Norman Consulting Ltd. received a finder's fee equal to the quotient of (a) 5% of the purchase value for the Merger and (b) the 30-day Volume Weighted Average Price ("VWAP") of a share of the Company's common stock as reported on the Nasdaq Capital Market prior to the execution Merger Agreement, which was paid in 82,500 shares of restricted common stock on August 11, 2020.

The total consideration given consist of the shares of common stock and common stock equivalents of 1,650,000 shares, valued at the Volume Weighted Average Price for the 30-day period immediately prior to the date of the Merger Agreement of \$7.6612 per share of common stock, or \$12,640,980.

As of April 30, 2021, all Series H Preferred Stock had converted and there were no shares of Series H Preferred Stock outstanding.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Series I Convertible Preferred Stock

Securities Purchase Agreement

In connection with the Merger, on August 10, 2020, the Company entered into a securities purchase agreement (the “SPA”) with certain investors, pursuant to which the Company sold to such investors in a private placement (i) an aggregate of 921,666 shares of the Company’s Series I Convertible Preferred Stock, par value \$0.001 per share (the “Series I Preferred Stock”) and (ii) warrants to purchase an aggregate of 921,666 shares of common stock at an exercise price of \$6.00 per share for aggregate consideration of \$5,530,004.

On August 11, 2020, the Company filed a Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of the Series I Preferred Stock (the “Series I Certificate of Designation”) with the Secretary of State of the State of Nevada amending its Articles of Incorporation to establish the Series I Preferred Stock and the number, relative rights, powers, preferences, privileges and restrictions thereof. Pursuant to the Series I Certificate of Designations, 921,666 shares of preferred stock have been designated as Series I Preferred Stock. The Series I Preferred Stock has substantially the same terms as the Series H Preferred Stock, except that each share of Series I Preferred Stock is convertible into one share of common stock. The Warrants are exercisable in whole or in part at any time, from time to time following the initial exercise date, and terminate five years following the issuance. The sale of the Series I Preferred Stock and warrants under the SPA closed on August 11, 2020. The conversion of the Series I Preferred Stock and the warrants into common stock was subject to the Company’s stockholders’ approval, which was received on November 9, 2020. On November 17, 2020, the Company issued an aggregate of 921,666 shares of the Company’s common stock in exchange for the conversion of all 921,666 outstanding shares of Series I Preferred Stock.

The fair value of the Series I Preferred Stock and warrants if converted on the date of issuance was greater than the value allocated to the Series I Preferred Stock and warrants. As a result, the Company recorded a BCF of approximately \$5.5 million that the Company recognized as deemed dividend to the holders of Series I Preferred Stock and accordingly, an adjustment to net loss to arrive at net loss available to common stockholders and a corresponding increase in additional paid in capital upon issuance of the Series I Preferred Stock and warrants. The Company accounted for the deemed dividend resulting from the issuance of Series I Preferred Stock and warrants using the relative fair value method.

As of April 30, 2021, all Series I Preferred Stock had converted and there were no shares of Series I Preferred Stock outstanding.

Common Stock issued for cash

On April 1, 2020, the Company, issued 357,142 shares of common stock of the Company at a price of \$5.60 per share, for gross proceeds of approximately \$2.0 million before the deduction of placement agent fees and offering expenses. In relation to this offering, the Company entered into the advisory agreement, dated March 29, 2020 (the “Advisory Agreement”), with Palladium Capital Advisors (“Palladium”) pursuant to which a fixed fee of \$135,000 in shares of common stock would be issued, to be valued at the closing price on the date of issuance. On March 30, 2020, pursuant to the Advisory Agreement, the Company issued 25,281 shares of its common stock to Palladium, based on the closing price as of March 30, 2020 of \$5.34.

Pursuant to the February 2021 Purchase Agreement closed on February 1, 2021, the Company issued and sold to the Purchasers (i) in the Offering an aggregate of 914,136 shares of the Company’s common stock at a price of \$10.54 per share and (ii) in a concurrent private placement warrants to purchase an aggregate of 457,068 shares of common stock at an exercise price of \$14.50 per share for aggregate gross proceeds from the Offering of \$9,635,967 million before the deduction of total placement agent fees, and legal related offering expenses of approximately \$636,890. Pursuant to the February 2021 Purchase Agreement, the warrants are exercisable six months following the date of issuance and terminate five years following the initial exercise date. A holder of such warrant will not have the right to exercise any portion of its warrants if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or 9.99% at the election of the holder prior to the date of issuance) of the number of shares of common stock outstanding immediately after giving effect to such exercise (the “Beneficial Ownership Limitation”); provided, however, that upon 61 days’ prior notice to the Company, the holder may increase the Beneficial Ownership Limitation, provided that in no event shall the Beneficial Ownership Limitation exceed 9.99%.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On January 27, 2021, the Company entered into an amendment to that certain engagement agreement (“Engagement Agreement Amendment”) with Palladium Capital Group, LLC (“Palladium”), dated March 29, 2020, in connection with the Offering, among other things. Pursuant to the Engagement Agreement Amendment, the Company agreed to pay Palladium a cash fee equal to 8% of the aggregate gross proceeds received by the Company in the Offering from investors introduced to the Company by Palladium. In addition, the Company issued to Palladium warrants to purchase up to 46,490 shares of common stock which are identical in all material respects to the warrants issued pursuant to the February 2021 Purchase Agreement.

Common Stock Issued for Accrued Services

On May 6, 2019, the Company paid an accrued service liability to its former Chief Geologist in the amount of \$12,500 by issuing 1,068 shares of common stock at a price of \$11.70 per share of common stock based on the quoted trading price on the date of grant. In connection with this issuance, the Company reduced accrued salaries by \$12,500 during the year ended April 30, 2020.

On November 26, 2019, the Company paid an accrued service liability to its former Chief Financial Officer in the amount of \$14,403 and stock-based accounting fees of \$3,881 by issuing 2,276 shares of common stock at a price of \$8.00 per share of common stock based on the quoted trading price on the date of grant. In connection with this issuance, the Company reduced accrued expenses by \$14,403 and recorded stock-based accounting fees of \$3,881 during the year ended April 30, 2020. The shares issued to this former officer were fully vested at the date of issuance.

Common Stock Issued and RSUs Granted for Services

Between May 2019 and June 2019, the Company issued an aggregate of 2,153 shares of common stock to satisfy a stock payable to its former Chief Geologist for services rendered between May 2019 and June 2019. The shares were valued at \$25,000 using a share price ranging from \$10.30 to \$13.30 on the dates of grant.

On September 18, 2019, the Compensation Committee of the Board awarded Edward Karr, the Company’s former Chief Executive Officer, President and Director, 20,000 performance-based restricted stock units (“RSUs”), David Rector, the Company’s Chief Operating Officer, 7,500 performance-based RSUs and an employee of the Company 5,000 performance-based RSUs pursuant to respective restricted stock unit award agreements. The RSUs will vest upon the earlier to occur of (i) a Change in Control (as defined in the 2020 Plan), or (ii) a material discovery of a mineral deposit, as determined by the Compensation Committee of the Board in its sole discretion. The total 32,500 RSUs had a fair value of \$334,750 or \$10.30 per share based on the quoted trading price on the date of grant and will be expensed upon the occurrence of the vesting term.

Additionally, on September 18, 2019, the Compensation Committee of the Board awarded one director and four former directors of the Company an aggregate of 25,000 shares of common stock. The shares of common stock vested immediately on the date of grant. The total 25,000 shares of common stock had a fair value of \$257,500 or \$10.30 per share based on the quoted trading price on the date of grant, which was expensed immediately.

On November 26, 2019, the Company issued 2,100 shares of common stock to a consultant for investor relations-related services rendered. The 2,100 shares of common stock had a fair value of \$18,297, or \$8.70 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On November 26, 2019, the Company issued 3,703 shares of common stock to a consultant for services to be rendered. The shares vest over a six-month period. The 3,703 shares of common stock had a fair value of \$29,848, or \$8.06 per share, based on quoted trading price on the date of grant and will be expensed over the vesting period.

On January 14, 2020, the Compensation Committee of the Board awarded an aggregate of 47,777 shares of common stock to Edward Karr, the Company’s former Chief Executive Officer, and David Rector, the Company’s former Chief Operating Officer as 2019 Executive Bonus Awards. The total 47,777 shares of common stock had a fair value of \$396,520, or \$8.30 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On January 6, 2020, the Compensation Committee of the Board awarded four former directors of the Company an aggregate of 1,875 shares of common stock. The shares of common stock vested immediately on the date of grant. The total 1,875 shares of common stock had a fair value of \$17,438, or \$9.30 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On February 1, 2020, the Company paid stock-based accounting fees to its former Chief Financial Officer in the amount of \$5,158 by issuing 639 shares of common stock at a price of \$8.10 per share of common stock based on the quoted trading price on the date of grant. In connection with this issuance, the Company recorded stock-based accounting fees of \$5,158 during the year ended April 30, 2020. The shares issued to this former officer were fully vested and expensed immediately.

On April 9, 2020, the Company issued 25,000 shares of common stock to a consultant for investor relations-related services rendered. The 25,000 shares of common stock had a fair value of \$123,750, or \$4.95 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On April 30, 2020, the Compensation Committee of the Board awarded four former directors of the Company an aggregate of 1,875 shares of common stock. The shares of common stock vested immediately on the date of grant. The total 1,875 shares of common stock had a fair value of \$9,581, or \$5.11 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On July 31, 2020, the Company granted to four former directors of the Company an aggregate of 1,875 shares of common stock for board services. The shares of common stock vested immediately on the date of grant. The total 1,875 shares of common stock had a fair value of \$15,244, or \$8.13 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On August 11, 2020, the Company issued 82,500 shares of common stock to a consultant for finder's fee related to the Merger. The 82,500 shares of common stock had a fair value of \$786,225, or \$9.53 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On September 16, 2020, the Company and David Rector, the Company's former Chief Operating Officer, agreed by mutual understanding that Mr. Rector's employment as an officer and employee of the Company would terminate, effective as of October 31, 2020 (the "Separation Date"). In connection with Mr. Rector's departure, the Company entered into a General Release and Severance Agreement with Mr. Rector (the "Separation Agreement"), pursuant to which Mr. Rector provided certain transition services to the Company from the Separation Date until December 31, 2020. Pursuant to the Separation Agreement, Mr. Rector received (i) a prorated annual bonus for the 2020 calendar year and through the Separation Date equal to \$150,000 (the "Prorated Bonus"), which was paid in the number of fully vested shares of restricted common stock of the Company equal to the Prorated Bonus determined based on the common stock's fair market value on the date of grant, and subject to the terms and conditions of the Company's 2020 Stock Incentive Plan (the "2020 Plan") and the Company's standard form Restricted Stock Award Agreement; and (ii) any equity awards granted to Mr. Rector by the Company pursuant to its 2014 Equity Incentive Plan (the "2014 Plan"), 2017 Equity Incentive Plan (the "2017 Plan"), or 2020 Plan (the 2014 Plan, 2017 Plan, and 2020 Plan are collectively referred to herein as, the "Equity Plans") during the term of Mr. Rector's employment, were 100% vested and retained by Mr. Rector, notwithstanding any terms in an award agreement or plan document regarding forfeiture of such awards under the Equity Plans upon termination of employment provided that the foregoing did not in any way extend the awards beyond their original term. The \$150,000 bonus was paid in 18,502 shares of restricted common stock and had a fair value of \$150,000, or \$8.11 per share, based on the quoted trading price on the date of grant, which were fully vested and expensed immediately. Additionally, the Company recognized stock-based compensation of \$77,250 due to the accelerated vesting of the 7,500 RSUs granted on September 18, 2019. Accordingly, the Company issued 7,500 shares in November 2020 in connection with the vested 7,500 RSUs.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On September 17, 2020, the Compensation Committee of the Board awarded five directors of the Company an aggregate of 12,500 shares of common stock. The shares of common stock vested immediately on the date of grant. The total 12,500 shares of common stock had a fair value of \$140,125, or \$11.21 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On September 17, 2020, the Company issued 30,107 shares of common stock to Edward Karr, former Chief Executive Officer, as bonus in connection with the consummation of the acquisition by the Company of the NPRC (see Note 4). The Company agreed to pay Mr. Karr a bonus in the amount of \$450,000 payable as follows: (i) 75% or \$337,500 of the bonus payable in fully vested shares of common stock and (ii) the remaining 25% or \$112,500 in cash which was paid in October 2020. The \$337,500 bonus was paid in 30,107 shares of common stock and had a fair value of \$337,500, or \$11.21 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On October 31, 2020, the Company granted four former directors of the Company an aggregate of 1,875 shares of common stock for board services. The shares of common stock vested immediately on the date of grant. The total 1,875 shares of common stock had a fair value of \$15,206, or \$8.11 per share of common stock, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On October 31, 2020, the Company paid its former Chief Financial Officer for accounting services rendered from February 2020 to September 2020 by issuing 1,857 shares of common stock at an average price of \$7.08 per share of common stock based on the quoted trading prices on the date of grants. In connection with this issuance, the Company recorded stock-based accounting fees of \$13,145 during the year ended April 30, 2021. The common stock issued to the former Chief Financial Officer were fully vested and expensed immediately.

On November 9, 2020, the Company issued an aggregate of 188 shares of common stock for director services rendered from November 1 to November 9, 2020. The total 188 shares of common stock had a fair value of \$1,598, or \$8.50 per share, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On December 8, 2020, the Company entered into a one-year consulting agreements for investor relation services under which it was required to pay for services either in cash or shares of the Company's common stock. On December 8, 2020, the Company issued 5,009 shares at a fair value of \$56,250 or \$11.23 per share of common stock based on the quoted trading prices on the date of grant. The Company recognized stock-based compensation of \$23,437 during the year ended April 30, 2021 and recorded prepaid stock-based expense of \$32,813 at April 30, 2021 to be amortized over the term of the consulting agreement.

On December 9, 2020, the Company granted an aggregate of 254,464 RSUs to two officers and one employee of the Company pursuant to respective restricted stock unit award agreements. The RSUs vested 25% on the date of issuance and 25% vest on each of the first, second and third anniversaries of the date of grant. The 254,464 RSUs had a fair value of \$2,852,541 or \$11.21 per share of common stock based on the quoted trading price on the date of grant and will be expensed over the vesting period.

On December 9, 2020, the Company granted 50,000 RSUs to Edward Karr, former Executive Chairman, pursuant to restricted stock unit award agreements. The RSUs vesting terms were 25% on the date of issuance and 25% vest on each of the first, second and third anniversaries of the date of grant. The 50,000 RSUs had a fair value of \$560,500 or \$11.21 per share of common stock based on the quoted trading price on the date of grant. On March 19, 2021, the Company and Edward, agreed by mutual understanding that Mr. Karr's employment as an officer and employee, and his service as a member of the board of directors, of the Company will terminate, effective as of March 19, 2021. Accordingly, the Company recognized stock-based compensation of \$560,500 due to the accelerated vesting of the 50,000 RSUs granted on December 9, 2020 pursuant to the Separation Agreement.

On December 9, 2020, the Company granted an aggregate of 13,392 RSUs to three directors of the Company for services rendered. The 13,392 RSUs had a fair value of \$150,124 or \$11.21 per share of common stock based on the quoted trading price on the date of grant. The RSUs fully vested and expensed immediately.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On January 7, 2021, the Company entered into another one-year agreement with a director of the Company (see Note 7). On January 7, 2021, the Company issued 3,222 shares at a fair value of \$50,000 or \$15.52 per share of common stock based on the quoted trading prices on the date of grant. The Company recognized stock-based compensation of \$16,667 during the year ended April 30, 2021 and recorded prepaid stock-based expense of \$33,333 at April 30, 2021 to be amortized over the term of the consulting agreement.

Between January 2021 and April 2021, the Company issued an aggregate of 8,047 shares of common stock to two consultants for business development and advisory, and consulting services rendered. The total 8,047 shares of common stock had a fair value of \$95,565, or \$11.88 per share of common stock, based on the quoted trading price on the date of grant, which was fully vested and expensed immediately.

On February 14, 2021, the Company granted an aggregate of 3,946 RSUs to a director of the Company for services rendered. The 3,946 RSUs had a fair value of \$50,000 or \$12.67 per share of common stock based on the quoted trading price on the date of grant. The RSUs fully vested and expensed immediately.

Total stock compensation expense for awards issued for services (as discussed above) of \$1,868,368 and \$497,528 was expensed for the year ended April 30, 2021 and 2020, respectively. A balance of \$2,099,766 remains to be expensed over future vesting periods related to unvested RSUs issued for services.

Common Stock issued for exercise of Stock Warrants

In October 2020, the Company issued 10,000 shares of common stock for the exercise of stock warrants and received proceeds of \$70,000.

In November and December 2020, the Company issued an aggregate of 168,571 shares of common stock for the exercise of stock warrants and received proceeds of \$1,179,997.

In December 2020, the Company issued 33,858 shares of common stock for the cashless exercise of 109,688 stock warrants.

Between February 2021 and March 2021, the Company issued an aggregate of 178,571 shares of common stock for the exercise of stock warrants and received proceeds of \$1,249,997.

In February 2021, the Company issued 91,894 shares of common stock for the cashless exercise of 166,666 stock warrants.

Equity Incentive Plan

In August 2017, the Board approved the Company's 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 Plan. The 2020 Plan reserves 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.

Stock options

On November 26, 2019, the Company granted 5,000 options to purchase the Company's common stock to the Company's Chief Financial Officer. The options have a term of 10 years from the date of grant and are exercisable at an exercise price of \$8.10. The options vest over 24 months at 208 options per month.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

The Company used the Black-Scholes model to determine the fair value of stock options granted during the year ended April 30, 2020. In applying the Black-Scholes option pricing model to options granted, the Company used the following assumptions:

	For the Year Ended <u>April 30, 2020</u>
Risk free interest rate	1.74%
Dividend yield	0.00%
Expected volatility	72%
Contractual term (in years)	10.0
Forfeiture rate	0.00%

In September 2020, the Board approved the acceleration of the vesting terms of the 50,000 stock options granted to Edward Karr, former Chief Executive Officer of the Company, and 25,000 stock options granted to David Rector, former Chief Operating Officer of the Company on December 21, 2017 and therefore the total 75,000 stock options are fully vested. Additionally, the Board of Directors of the Company approved to extend the exercise period of the stock options granted to Mr. Rector and three former directors, to December 21, 2022, the original termination date of the respective stock option agreements. The Company recognized stock-based compensation of \$133,439 due to the accelerated vesting of the 75,000 fully vested stock options granted on December 21, 2017.

Stock-based compensation for stock options recorded in the consolidated statements of operations totaled \$194,761 and \$196,046 for the year ended April 30, 2021 and 2020, respectively. There were no unvested options remaining.

The following is a summary of the Company's stock option activity during the years ended April 30, 2021 and 2020:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Balance at April 30, 2019	145,646	18.00	2.29
Granted	5,000	8.10	10.00
Exercised	—	—	—
Forfeited	(50,646)	24.44	—
Cancelled	—	—	—
Balance at April 30, 2020	<u>100,000</u>	<u>\$ 14.31</u>	<u>2.87</u>
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Cancelled	(5,000)	—	—
Balance at April 30, 2021	<u><u>95,000</u></u>	<u><u>14.63</u></u>	<u><u>1.57</u></u>
Options exercisable at end of period.....	<u>95,000</u>	<u>\$ 14.63</u>	
Options expected to vest.....	<u>—</u>	<u>\$ —</u>	
Weighted average fair value of options granted during the period.....		<u>\$ —</u>	

At April 30, 2021 and 2020, the aggregate intrinsic value of options outstanding and exercisable was \$0 for each year.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Stock Warrants

In relation to the issuance of the shares of Series F Convertible Preferred Stock in June 2019, the Company issued 219,375 Class A Warrants and 109,750 Class X Warrants. The fair value of the warrants was \$2,022,712, as measured on the date of the issuance with a Black-Scholes pricing model using the assumptions noted in the following table:

	Class A Warrants Issued During the Year Ended <u>April 30, 2020</u>
Expected volatility	46% - 74%
Stock price on date of grant	\$ 11.40
Exercise price	\$ 11.40
Expected dividends	-
Expected term (in years)	0.5 – 5
Risk-free rate	1.77% - 2.11%
Expected forfeiture rate	0%

Each Class A Warrant is exercisable to acquire one share of the Company’s common stock at an exercise price of \$11.40 per share, commencing six (6) months from the date of issuance and will expire on a date that is the five (5) year anniversary of the date of issuance. Each Class X Warrant was exercisable to acquire one share of the Company’s common stock and one Class Y Warrant at an exercise price of \$11.40, for a period of six (6) months from the date of issuance. Class X Warrants expired on December 19, 2019. Each Class Y Warrant was exercisable to acquire one share of the Company’s common stock at an exercise price of \$11.40 per share, commencing on the Initial Exercise Date and would have expired on a date that is the five (5) year anniversary of the Initial Exercise Date. No Class X Warrant was exercised prior to its expiration, and, as such, no Class Y Warrants were issued.

Concurrent with the April 1, 2020 issuance of shares of common stock, the Company issued 357,142 warrants. The warrants are exercisable six months following the initial exercise date and terminate five years following issuance. The warrants have an exercise price of \$7.00 per share and each warrant is exercisable to purchase one share of common stock. Generally, a holder of a warrant will not have the right to exercise any portion of its warrants if the holder, together with its affiliates, would beneficially own in excess of 4.99% (or 9.99% at the election of the holder prior to the date of issuance) of the number of shares of common stock outstanding immediately after giving effect to such exercise (the “Beneficial Ownership Limitation”).

The fair value of the warrants was \$1,613,765, as measured on the date of the issuance with a Black-Scholes pricing model using the assumptions noted in the following table:

	Common Warrants Issued During the Year Ended <u>April 30, 2020</u>
Expected volatility	133.0%
Stock price on date of grant	\$ 5.34
Exercise price	\$ 7.00
Expected dividends	-
Expected term (in years)	5.00
Risk-free rate	0.39%
Expected forfeiture rate	0%

The fair value of the warrant would be credited to Additional paid-in capital, and also represents a deemed dividend to those shareholders, which would be charged to Additional paid-in capital, therefore with no effect on that account.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

In relation to the issuance of the shares of Series I Convertible Preferred Stock on August 10, 2020, the Company issued 921,666 warrants which are exercisable in whole or in part at any time, from time to time following the initial exercise date, and terminate five years following the issuance. The fair value of the warrants was \$5,530,004, as measured on the date of the issuance with a Black-Scholes pricing model using the assumptions noted in the following table:

	Warrants Issued During the Year ended April 30, 2021
Expected volatility	169.0%
Stock price on date of grant	\$ 9.53
Exercise price	\$ 6.00
Expected dividends	-
Expected term (in years)	5.00
Risk-free rate	0.27%
Expected forfeiture rate	0%

The fair value of the warrants was credited to Additional paid-in capital, and also represented a deemed dividend to those shareholders, which was charged to Additional paid-in capital, therefore with no effect on that account.

In October 2020, the Company issued 10,000 shares of common stock for the exercise of stock warrants and received proceeds of \$70,000.

In November and December 2020, the Company issued an aggregate of 168,571 shares of common stock for the exercise of stock warrants and received proceeds of \$1,179,997.

In December 2020, the Company issued 33,858 shares of common stock for the cashless exercise of 109,688 stock warrants.

Between February 2021 and March 2021, the Company issued an aggregate of 178,571 shares of common stock for the exercise of stock warrants and received proceeds of \$1,249,997.

In February 2021, the Company issued 91,894 shares of common stock for the cashless exercise of 166,666 stock warrants.

Concurrent with the sales of common stock on February 1, 2021 the Company issued 457,068 stock warrants. The stock warrants are exercisable six months following the initial exercise date and terminate five years following issuance. The stock warrants have an exercise price of \$14.50 per share and each warrant is exercisable to purchase one share of common stock. In addition, the Company issued to Palladium Capital Group, LLC warrants to purchase up to 46,490 shares of common stock which are identical in all material respects to the warrants issued pursuant to the February 2021 Purchase Agreement in connection with the Offering.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

The following is a summary of the Company's stock warrant activity during the years ended April 30, 2021 and 2020:

	Number of Warrants	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)
Warrants with no Class designation:			
Balance at April 30, 2019.....	170,236	\$ 31.11	1.25
Granted.....	357,142	7.00	4.92
Exercised.....	—	—	—
Forfeited.....	—	—	—
Canceled.....	—	—	—
Balance at April 30, 2020.....	<u>527,378</u>	<u>\$ 14.83</u>	<u>3.73</u>
Granted.....	1,425,224	9.09	5.18
Exercised.....	(523,808)	6.68	4.03
Forfeited.....	—	—	—
Canceled.....	—	—	—
Balance at April 30, 2021.....	<u>1,428,794</u>	<u>12.00</u>	<u>4.08</u>
Class A Warrants:			
Balance at April 30, 2020.....	219,375	11.40	4.22
Granted.....	—	—	—
Exercised.....	(109,688)	11.40	3.22
Forfeited.....	—	—	—
Canceled.....	—	—	—
Balance at April 30, 2021.....	<u>109,687</u>	<u>11.40</u>	<u>3.22</u>
Class X Warrants:			
Balance at April 30, 2019.....	—	—	—
Granted.....	109,750	11.40	0.50
Exercised.....	—	—	—
Forfeited, with no financial effect.....	(109,750)	11.40	—
Canceled.....	—	—	—
Balance at April 30, 2020 and April 30, 2021.....	<u>—</u>	<u>—</u>	<u>—</u>
Class Y Warrants:			
Total Warrants Outstanding at April 30, 2021.....	<u>1,538,481</u>	<u>\$ 11.96</u>	<u>4.08</u>
Warrants exercisable at end of period.....	<u>1,034,923</u>	<u>\$ 10.73</u>	
Weighted average fair value of warrants granted during the period.....		<u>\$ 9.00</u>	

As of April 30, 2021, the aggregate intrinsic value of warrants outstanding and exercisable was \$3,775,000.

NOTE 9 — 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.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

	April 30, 2021	April 30, 2020
Common stock equivalents:		
Preferred stock.....	—	20,357
Restricted stock units.....	346,802	33,117
Stock options.....	95,000	100,000
Stock warrants.....	1,538,481	746,753
Total.....	1,980,283	900,227

NOTE 10 — 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. These leases were assigned to the Company in July 2014 through the acquisition of the CK Gold Project. Leases to explore for or use of natural resources are outside the scope of ASU 2016-02 “Leases”. There are no lease contracts for office space or other Company expenses which qualify for treatment as capital assets under ASU 2016-02.

The Company’s rights to the CK Gold Project arise under two State of Wyoming mineral 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.

Lease 0-40828 was renewed in February 2013 for a second ten-year term and Lease 0-40858 was renewed for its second ten-year term in February 2014. Each lease requires an annual payment of \$2.00 per acre. In connection with the Wyoming Mining Leases, the following production royalties must 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:

FOB Mine Value per Ton	Percentage Royalty
\$00.00 to \$50.00.....	5%
\$50.01 to \$100.00.....	7%
\$100.01 to \$150.00.....	9%
\$150.01 and up.....	10%

The future minimum lease payments at April 30, 2021 under these mining leases are as follows, each payment to be made in the fourth quarter of the respective fiscal years:

Fiscal 2022	\$	2,240
Fiscal 2023		2,240
Fiscal 2024		960
	\$	5,440

The Company may renew each lease for a third ten-year term, which will require one annual payment of \$3.00 per acre for the first year and \$4.00 per acre for each year thereafter.

Maggie Creek option:

The Maggie Creek option agreement grants the Company the exclusive right and option to earn-in and acquire up to 50% undivided interest in a property called Maggie Creek, located in Eureka County, Nevada by completing the Initial Earn-in over a seven-year period, as amended:

First agreement year	\$	-
Second agreement year		300,000
Third agreement year		500,000
Fourth agreement year		700,000
Fifth agreement year		1,000,000
Sixth agreement year		1,000,000
Seventh agreement year		1,000,000
	\$	4,500,000

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

Once the Initial Earn-in has been met, the Company is required to pay an additional \$250,000 to the counterparty to vest the Company's 50% interest in the Maggie Creek property.

NPRC option:

Pursuant to the Merger (see Note 4), 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 annual advance minimum royalty payments at April 30, 2021 under the option agreement are as follows, each payment to be made in the beginning on the first anniversary of the effective date of this option agreement and continuing until the tenth anniversary:

Fiscal 2022	\$	25,000
Fiscal 2023		25,000
Fiscal 2024		25,000
Fiscal 2025		25,000
Fiscal 2026 and thereafter		150,000
	<u>\$</u>	<u>250,000</u>

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

Legal Matters

On October 27, 2020, Mandeep Singh ("Plaintiff"), through his attorney, filed a complaint (*Singh v. U.S. Gold Corp., et al.*, Case No. 1:20-cv-08995 (S.D.N.Y.)) in the United States District Court for the Southern District of New York, against the Company and its members (the "Directors") of the board of directors (the "Board"). On November 2, 2020, the court issued a notice that the request for the issuance for a summons was deficient. As of the date of this Annual Report, the Company has not been served with the complaint.

The complaint alleges, among other things, that the Company's definitive proxy statement on Schedule 14A (as further amended and supplemented, the "proxy statement") filed with the Commission on September 14, 2020 contains material omissions and materially misleading statements in connection with the acquisition of NPRC (such acquisition, the Merger") and the related financing transactions and that the Directors breached their duty by failing to disclose the required information in the proxy statement. The complaint seeks to enjoin the Company from taking any actions that would allow the issuances of shares of the Company's common stock upon the conversion of Series H Convertible Preferred Stock, Series I Convertible Preferred Stock and exercise of certain warrants, all of which were previously issued in connection with the Merger and the related financing or, in the event that the proposed share issuances are consummated, seeks a judgment for damages. The complaint alleges that the proxy statement failed to disclose, among other things, (i) the background process leading up to the Merger and related transactions, (ii) the discussion of due diligence undertaken by the Company and financial analysis prepared in connection with the Merger, (iv) the discussion of the Company's financial advisor and the fairness opinion delivered by the financial advisor in connection with the Merger, and (v) a summary of financial projections prepared by the Company in connection with the share issuances.

The Company believes that the suit is without merit and intends to defend vigorously against the suit.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

NOTE 11 — INCOME TAX

The components of income tax provision (benefit) are as follows:

	Year Ended April 30,	
	2021	2020
<u>Current</u>		
Federal	\$ —	\$ (438,145)
State and local.....	—	—
Total current	—	(438,145)
<u>Deferred</u>		
Federal	\$ —	\$ —
State and local.....	—	—
Total deferred	—	—
Total income tax provision (benefit)	\$ —	\$ (438,145)

The Company has a net operating loss carryforward for federal tax purposes totaling approximately \$32.3 million at April 30, 2021. Approximately \$13.2 million expires through the year 2038, with approximately \$19.1 million net operating losses incurred in fiscal 2021 through fiscal 2019 that do not expire and can be utilized to offset up to 80% of future taxable income under the Tax Cuts and Jobs Act described below. The Company has approximately \$7.1 million of various state net operating loss carryforwards that expire through the year 2038; however, the Company's business is currently conducted in states with no income tax, so these carryforwards may never be used.

The deferred tax assets and deferred tax liabilities are summarized as follows:

	April 30, 2021	April 30, 2020
<u>Deferred tax assets:</u>		
Net operating loss carryover.....	\$ 6,793,000	\$ 5,083,000
Stock-based compensation.....	2,776,000	2,019,000
Capitalized exploration costs.....	431,000	340,000
Accrued remediation costs.....	7,000	7,000
Alternative minimum tax credit carryover.....	—	—
Subtotal.....	10,007,000	7,449,000
Less: valuation allowance.....	(7,855,000)	(7,449,000)
Total deferred tax asset.....	\$ 2,152,000	\$ —
<u>Deferred tax liabilities:</u>		
Acquired mineral rights in excess of tax basis in a tax-free merger.....	\$ (2,152,000)	\$ —
Total deferred tax liabilities.....	(2,152,000)	—
Net deferred tax asset (liabilities)	\$ —	\$ —

On December 22, 2017, the United States enacted the Tax Cuts and Jobs Act (the "Act") resulting in significant modifications to existing law. The Company completed the accounting for the effects of the Act during the fiscal year April 30, 2019. The Company recognized an income tax benefit of 438,145 for the year ended April 30, 2020 as a result of the changes to tax laws and tax rates under the Act. The Act modified the application of alternative minimum tax credits previously being carried forward, to allow for refunds of the credits. The Company had been carrying forward a total of \$438,000 in alternative minimum tax credits. As a result of the change, the Company received a federal tax refund during the fiscal years ended April 30, 2020 and April 30, 2021.

U.S. Gold Corp and Subsidiaries
Notes to Consolidated Financial Statements
April 30, 2021 and 2020

On August 10, 2020, acquired mineral rights totaling \$10,249,632 (see Note 4 – Mineral Rights) in a tax-free merger under IRS Section 368. The Company recorded the assets at fair value for financial reporting purposes and retained the seller’s tax basis in those assets for tax purposes. As required by ASC 740, the Company has recognized the deferred tax impact of acquiring the mineral rights asset in this transaction, with the amount paid exceeding the tax basis of the asset on the acquisition date. This deferred tax liability partially offsets the deferred tax assets recognized by the Company.

As of April 30, 2021, the Company had deferred tax assets and liabilities arising principally from the acquisition of the mineral rights described above and the net operating loss carryforward for income tax purposes, multiplied by an expected blended federal and state tax rate of 21.0%. Due to the physical presence (nexus) of the Company in the states of Wyoming and Nevada, the Company no longer has significant income or loss apportioned to any taxable state. Any minor apportionment that may occur to any taxable state will be immaterial to current and future operations of the company. Therefore, the effective state tax rate used in the calculation of deferred tax is 0%. As management of the Company cannot determine that it is more likely than not that the Company will realize the benefits of the deferred tax assets, a valuation allowance equal to 100% of the net deferred tax asset has been established at April 30, 2021.

The differences between the provision (benefit) for federal income taxes and federal income taxes computed using the U.S. statutory tax rate of 21% were as follows:

	Year Ended April 30,			
	2021		2020	
Federal income tax provision (benefit) based on statutory rate	\$(2,601,000)	21.0%	\$(1,194,000)	21.0%
State income tax provision (benefit), net of federal taxes.....	—	—%	—	—%
Change in effective state tax rate	—	—%	—	—%
Change in prior year estimate	43,000	(0.3)%	(381,000)	6.7%
Increase (decrease) in valuation allowance.....	2,558,000	(20.7)%	1,137,000	(20.0)%
Total tax provision (benefit) on income (loss)	\$ —	—%	\$ (438,000)	7.7%

The Company has assessed its tax positions and has determined that it has not taken a position that would give rise to an unrecognized tax liability being reported. 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 files income tax returns in the U.S. federal jurisdiction and various states. For both federal and state income tax purposes, the Company’s fiscal 2018 through 2021 tax years remain open for examination by the tax authorities under the normal three-year statute of limitations.

NOTE 12 — SUBSEQUENT EVENTS

On June 1, 2021, the Company granted 2,097 RSUs to a consultant for consulting services rendered. The 2,097 RSUs had a fair value of \$25,000 or \$11.92 per share of common stock based on the quoted trading price on the date of grant. The RSUs fully vested and expensed immediately.

On June 9, 2021, the Company issued 25,000 shares of common stock to a consultant in connection with an investor relations agreement for services to be rendered from April 2021 to April 2022. The 25,000 shares of common stock had a fair value of \$258,500, or \$10.34 per share, based on the quoted trading price on the date of grant, to be amortized over the term of the consulting agreement.

On July 19, 2021, the Company granted 15,322 RSUs to an employee pursuant to his employment agreement. The 15,322 RSUs had a fair value of \$150,000 or \$9.79 per share of common stock based on the quoted trading price on the date of grant. The RSUs vest 25% on the date of issuance, and the remaining shall vest one-third over a three-year period from the date of issuance.

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

During the fiscal years ended April 30, 2021 and 2020, there were (i) no disagreements related to accounting principles or practices, financial statement disclosure or auditing scope or procedure, and (ii) there were no “reportable events” as defined in Item 304(a)(1)(v) of Regulation S-K.

Item 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We maintain “disclosure controls and procedures,” as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act, is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our principal executive officer and principal financial officer evaluated the effectiveness of our disclosure controls and procedures as of April 30, 2021. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company’s management, including our principal executive and principal financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were not 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.

Management’s Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (“ICFR”). Our internal control system was designed to, in general, provide reasonable assurance to our management and board regarding the preparation and fair presentation of published financial statements, but because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our management, including our Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal controls over financial reporting as of April 30, 2021. The framework used by management in making that assessment was the criteria set forth in the document entitled “2013 Internal Control - Integrated Framework” issued by the Committee of Sponsoring Organizations of the Treadway Commission, (“COSO”). Based on that assessment, management concluded that, during the period covered by this report, such internal controls and procedures were not effective as of April 30, 2021 and that material weaknesses in ICFR existed as more fully described below.

A material weakness is a deficiency, or a combination of deficiencies, within the meaning of Public Company Accounting Oversight Board (“PCAOB”) Audit Standard No. 5, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim financial statements will not be prevented or detected on a timely basis. Management has identified the following material weaknesses which have caused management to conclude that as of April 30, 2021 our internal controls over financial reporting were not effective at the reasonable assurance level:

As of April 30, 2021, management has not completed an effective assessment of the Company’s internal controls over financial reporting based on the COSO framework. Management has concluded that, during the period covered by this report, our internal controls and procedures were not effective to detect the inappropriate application of U.S. GAAP. Management identified the following material weaknesses set forth below in our internal control over financial reporting.

1. We did not perform an effective risk assessment or monitor internal controls over financial reporting.
2. We do not have written documentation of our internal control policies and procedures. Written documentation of key internal controls over financial reporting is a requirement of Section 404 of the Sarbanes-Oxley Act which is applicable to us for the year ended April 30, 2021. Management evaluated the impact of our failure to have written documentation of our internal controls and procedures on our assessment of our disclosure controls and procedures and has concluded that the control deficiency that resulted represented a material weakness.
3. In the absence of written documentation and procedures, we perform specific review functions in preparing financial reports and disclosures to assure fair presentation of our financial reports.

Notwithstanding the assessment that our ICFR was not effective and that there are material weaknesses as identified herein, we believe that our consolidated financial statements contained in this Annual Report fairly present our financial position, results of operations and cash flows for the periods covered thereby in all material respects.

This Annual Report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our registered public accounting firm as we are a smaller reporting company and are not required to provide the report.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the year ended April 30, 2021, management determined that a delay of its program for compliance with the Sarbanes-Oxley Act of 2002 was necessary to conserve cash in our current financial condition. There have been no changes in the Company's internal controls over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting; however, management has determined that for the sake of transparency and conservancy, it cannot state that internal controls over financial reporting are effective at this time.

As required by Rule 13a-15(d) of the Exchange Act, our management, including our principal executive officer and our principal financial officer conducted an evaluation of the internal control over financial reporting to determine whether any changes occurred during the quarter ended April 30, 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Based on that evaluation, our management, including our principal executive officer and principal financial officer, concluded that there were no such changes during the quarter ended April 30, 2021.

Item 9B. OTHER INFORMATION

None

PART III

Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by Paragraph (a), and Paragraphs (c) through (g) of Item 401 of Regulation S-K (except for information required by Paragraph (e) of that Item to the extent the required information pertains to our executive officers) and Item 405 of Regulation S-K is hereby incorporated by reference from our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year.

EXECUTIVE OFFICERS

The following table presents the information required by Paragraph (b) of Item 401 of Regulation S-K. The following persons are our directors and executive officers and hold the offices set forth opposite their names.

<u>Name</u>	<u>Age</u>	<u>Principal Occupation</u>	<u>Officer/ Director Since</u>
George M. Bee	63	Chief Executive Officer, President and Director of U.S. Gold Corp.	2020
Tara Gilfillan	51	Director of U.S. Gold Corp.	2020
Robert W. Schafer	68	Director of U.S. Gold Corp.	2020
Michael Waldkirch	51	Director of U.S. Gold Corp.	2020
Ryan K. Zinke	58	Director of U.S. Gold Corp.	2019
Eric Alexander	54	Chief Financial Officer - Principal Financial and Accounting Officer of U.S. Gold Corp.	2020
Kevin Francis	61	Vice President - Exploration and Technical Services	2021

George M. Bee has been serving as a member of our Board since November 2020 and our Executive Chairman since March 2021. He was appointed as our President in August 2020 and became Chief Financial Officer in November 2020. Mr. Bee is a senior mining industry executive, with deep mine development and operational experience. He has an extensive career advancing world-class gold mining projects in eight countries on three continents for both major and junior mining companies. In 2018, Mr. Bee concluded a third term with Barrick Gold Corporation (“Barrick Gold”) (NYSE: GOLD) as Senior VP Frontera District in Chile and Argentina working to advance Pascua Lama feasibility as an underground mine. This capped a 16-year tenure at Barrick Gold, where he served in multiple senior level positions, including Mine Manager at Goldstrike during early development and operations, Operations Manager at Pierina Mine taking Pierina from construction to operations, and General Manager of Veladero developing the project from advanced exploration through permitting, feasibility and into production. Previously, Mr. Bee held positions as CEO and Director of Jaguar Mining Inc. between March 2014 and December 2015, President and CEO of Andina Minerals Inc. from February 2009 until January 2013 and Chief Operating Officer for Aurelian Resources, Inc. from 2007 to 2009. As Chief Operating Officer of Aurelian Resources in 2007, he was in charge of project development for Fruta del Norte in Ecuador until Aurelian was acquired by Kinross Gold in 2008. Mr. Bee has served on the board of directors of Stillwater Mining Company, Sandspring Resources Ltd., Jaguar Mining, Peregrine Metals Ltd. and Minera IRL. He received a Bachelor of Science degree from the Camborne School of Mines in Cornwall, United Kingdom. He also holds ICD.D designation from the Institute of Corporate Directors.

Tara Gilfillan has been serving as a member of our Board since November 2020. She is a CPA with over 25 years of experience as a financial executive and serial entrepreneur. She is currently the Founder and President of Optimize Group Inc. established November 2017, a mine-to-mill project development engineering company with offices in three continents. As part of the start-up of Optimize Group Inc. she recently held the position of CFO for Red Pine Exploration Inc. (TSX-V: RPX) from February 2018 to November 2019, and Honey Badger Exploration Inc. (TSX-V: TUF) and MacDonald Mines Exploration Ltd. (TSX-V: BMK) from May 2019 to December 2019. Prior to that she co-founded Halyard Inc. a project engineering company where she was the CFO and VP of Corporate Development from December 2013 to June 2017. Ms. Gilfillan has held senior executive positions including CFO and Controller of several mining companies, CFO, and interim CEO of a global engineering consulting company as well as senior executive positions outside of the mining industry. Ms. Gilfillan is a certified Independent Corporate Director, Director (ICD.D) with over 10 year of board experience including being the Chairperson and Chair of the audit committee of two gold junior mining companies, Honey Badger Exploration Inc. and MacDonald Mines Exploration Ltd. from May 2017 until May 2019. In addition, she has held the position of Director of DRA Americas Inc. from November 2009 to June 2013 and several non-profit industry boards. On July 2020 she became a director of Mining Supplier Trade Association. Ms. Gilfillan is experienced in financial turnarounds, acquisitions, valuations, risk reviews, corporate governance, business and tax strategy, project development, international operations, marketing, and financial reporting for privately held & public companies (US & Canada). She gained her CPA while working at PricewaterhouseCoopers and received a Bachelor of Commerce from Queens University, Ontario Canada.

Robert W. Schafer has been serving as a member of our Board since November 2020. He is a registered professional geologist with over 35 years international experience exploring for and discovering mineral deposits, four were producing mines including the Briggs (over one million ounces) and Griffon gold mines in the Western United States and Birkachan (over one million ounces) gold mine in far east Russia, and identifying, evaluating and structuring business transactions globally having worked in more than 80 countries. Currently, Mr. Schafer is the Chief Executive Officer of Eagle Mines Management LLC, a globally active private natural resources corporation, which he founded in 2016. Prior to this, from 2004 to 2015, he served as Executive Vice President of Business Development at Hunter Dickinson Services Inc., a diversified, global mining group. Mr. Schafer also previously served as Vice President, Exploration of Kinross Gold Corporation (NYSE: KGC), a senior gold mining company with a diverse portfolio of mines and projects, from 1996 to 2003. Prior to that, he held senior positions at BHP Minerals and Billiton Metals. Mr. Schafer is the 2020 to 2021 president of the Society for Mining, Metallurgy and Exploration (“SME”). He is also past president and board member of the Prospector & Developers Association of Canada (“PDAC”), past president of the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”), and past president of the Mining and Metallurgical Society of America. He was a member of the board of governors for the U.S. National Mining Hall of Fame and was a member of the board of directors of the Canadian Mining Hall of Fame. He is the first person to hold all of these leadership roles in both the U.S. and Canada. Mr. Schafer is also the recipient of the William Lawrence Saunders Gold Medal from AIME, as well as the prestigious Daniel C. Jackling Award and Robert A. Dreyer Award from SME for technical achievements and leadership in the mining industry during his career. He is a fellow of the Society of Economic Geologists, CIM, and SME, and a certified director under Institute of Corporate Directors. Mr. Schafer has served on the board of directors of select mining companies, including his current service on the boards of directors of Amur Minerals Corporation (AIM: AMC), Volcanic Gold Mines Inc. (TSX-V: VG) and Trillium Gold Mines Inc. (TSX-V: TGM). His prior board service includes, Lincoln Mining (TSX-V: LMG), Orex Minerals (TSX -V: REX), Orosur Minerals (TSX: OMI), and Cardinal Resources (ASX and TSX: CDV). Robert earned a BS and MS in Geology at Miami University (Ohio) as well as an MS in Mineral Economics and completed studies and research toward a PhD in Geology at the University of Arizona. He also completed the Executive Business Management program at Stanford.

Michael Waldkirch has been serving as a member of our Board since January 2021. He is a Chartered Professional Accountant in the U.S. and Canada since 1998 and was the Chief Financial Officer of Gold Standard Ventures Corp. (TSX: GSV) (NYSE American: GSV) in Vancouver, British Columbia, Canada where he oversaw all aspects of financial reporting, internal controls and Sarbanes-Oxley Compliance. In addition, he was involved in raising in excess of \$200 million in equity financing. He has also held the position of Senior Partner with the public accounting firm Michael Waldkirch and Company Inc., Chartered Professional Accountants, in Vancouver, B.C. since 1999 where he advises numerous public and private companies in all financial aspects of their business including taxation, regulatory compliance and internal controls, and financial reporting. From 1997 to 2011, he held the position of principal with JBH Professional Services Inc., a business consulting firm located in Richmond, B.C. Mr. Waldkirch holds a Bachelor of Arts in Economics from the University of British Columbia.

The Honorable Ryan Zinke has been serving as a member of our Board since April 2019. He was born and raised in Montana and attended the University of Oregon where he was awarded All-PAC 10 honors, the Sahlstrom Award and the prestigious Emerald Cup Award for academic, leadership and athletic achievement. He then attended US Navy Officers Candidate School and completed Navy SEAL Training in 1985 and was assigned to SEAL Team ONE. Highlights of Commander Zinke’s twenty-three-year career in Special Operations includes two tours of duty at SEAL Team SIX, Acting Commander of Special Forces in Iraq, Task Force Commander in Bosnia and Kosovo, and served as the “Dean” of Special Warfare training. He was awarded the Bronze Star for combat in Iraq and is credited with conducting 360 combat missions and the capture or kill of 72 terrorists. He retired from active duty in 2008 and was elected as a Montana State Senator and later twice elected as Montana’s sole member of the US House of Representatives. He served on the House Armed Services and Natural Resources committees. In 2016, Congressman Zinke was nominated by President Donald J. Trump and later confirmed by the US Senate to serve as the 52nd US Secretary of the Interior. As Secretary, he was a champion of restoring the voice of state and local communities in land and wildlife management decisions, established and protected wildlife corridors, budgeted for the largest investment in our Nation’s history for National Parks, increased public access for recreation and traditional use, and was the principle architect of the American Energy “Dominance” policy. After 31 years of public service, President Trump accepted his resignation in 2019. The Honorable Ryan Zinke is the author of American Commander and serves on numerous boards. He holds an MBA in Finance, an MS in Global Leadership, and a BS in Geology. He is married to the former Lolita Hand of Santa Barbara, has three children and two grandchildren.

Eric Alexander is our Chief Financial Officer and Secretary and has been with us since September 2020. He has over 30 years of corporate, operational and business experience, and over 15 years of mining industry experience. Previously he served as Corporate Controller of Helix Technologies, Inc., a publicly traded software and technology company from April 2019 to September 2020. Prior to that, he served as the Vice President Finance and Controller of Pershing Gold Corporation, a mining company (formerly NASDAQ: PGLC), from September 2012 until April 2019. Prior to that, Mr. Alexander was the Corporate Controller for Sunshine Silver Mines Corporation, a privately held mining company with exploration and pre-development properties in Idaho and Mexico, from March 2011 to August 2012. He was a consultant to Hein & Associates LLP from August 2012 to September 2012 and a Manager with Hein & Associates LLP from July 2010 to March 2011. He served from July 2007 to May 2010 as the Corporate Controller for Golden Minerals Company (and its predecessor, Apex Silver Mines Limited), a publicly traded mining company with operations and exploration activities in South America and Mexico. In addition to his direct experience in the mining industry, he has also held the position of Senior Manager with the public accounting firm KPMG LLP, focusing on mining and energy clients. Mr. Alexander has a B.S. in Business Administration (concentrations in Accounting and Finance) from the State University of New York at Buffalo and is also a licensed CPA.

Kevin Francis is our Vice President - Exploration and Technical Services and has been with us since July 2021. Mr. Francis has held many senior roles within the mining industry, including VP of Project Development for Aurcana Corporation, VP of Technical Services for Oracle Mining Corporation, VP of Resources for NovaGold Resources and Principal Geologist for AMEC Mining and Metals. Most recently, he consulted to U.S. Gold Corp. as Principal of Mineral Resource Management LLC, a consultancy providing technical leadership to the mining industry, as well as through his association with Gustavson Associates (a member of WSP) since September 2020. Mr. Francis is a “qualified person” as defined by SEC S-K 1300 and Canadian NI 43-101 reporting standards and holds both an M.S. degree and a B.A. in geology from the University of Colorado.

Family Relationships

There are no family relationships among any of our directors or executive officers.

Involvement in Certain Legal Proceedings

No director, executive officer or control person has been involved in any legal proceeding listed in Item 401(f) of Regulation S-K in the past 10 years.

Corporate Governance Matters

The information required by Items 407(c)(3), (d)(4) and (d)(5) of Regulation S-K is hereby incorporated by reference from our definitive proxy statement to be filed with the SEC pursuant to Regulation 14A within 120 days after the close of our fiscal year.

Item 11. EXECUTIVE COMPENSATION

Incorporated by reference from the information in our proxy statement for the 2021 Annual Meeting of Stockholders or amendment to this annual report on Form 10-K, which we will file with the SEC within 120 days of the end of the fiscal year to which this report relates.

Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference from the information in our proxy statement for the 2021 Annual Meeting of Stockholders or amendment to this annual report on Form 10-K, which we will file with the SEC within 120 days of the end of the fiscal year to which this report relates.

Item 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Incorporated by reference from the information in our proxy statement for the 2021 Annual Meeting of Stockholders or amendment to this annual report on Form 10-K, which we will file with the SEC within 120 days of the end of the fiscal year to which this report relates.

Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Incorporated by reference from the information in our proxy statement for the 2021 Annual Meeting of Stockholders or amendment to this annual report on Form 10-K, which we will file with the SEC within 120 days of the end of the fiscal year to which this report relates.

PART IV

Item 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

The following documents are filed as part of this report:

EXHIBIT INDEX

- 2.1 Articles of Merger as filed with the Nevada Secretary of State on May 23, 2017. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on May 26, 2017.
- 3.1 Articles of Incorporation filed with the Secretary of State of the State of Nevada. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on January 8, 2016.
- 3.2 Certificate of Amendment to Articles of Incorporation dated July 6, 2016. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 8, 2016.
- 3.3 Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on January 8, 2016.
- 3.4 Certificate of Designations, Preferences and Rights of 0% Series B Convertible Preferred Stock. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on January 21, 2016.
- 3.5 Certificate of Designation of Rights, Powers, Preferences, Privileges and Restrictions of 0% Series D Convertible Preferred Stock. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on August 5, 2016.
- 3.6 Certificate of Designations, Preferences and Rights of the Company's 0% Series C Convertible Preferred Stock. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on May 26, 2017.
- 3.7 Amended and Restated Bylaws. Incorporated by reference from the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on February 23, 2016.
- 3.8 Certificate of Designations, Rights, Powers, Preferences, Privileges and Restrictions of the Company's 0% Series F Convertible Preferred Stock. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on June 20, 2019.
- 3.9 Certificate of Amendment of Articles of Incorporation of U.S. Gold Corp. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on March 19, 2020.
- 3.10 Certificate of Designation of 0% Series G Convertible Preferred Stock. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on March 30, 2020.
- 3.11 Certificate of Amendment to Articles of Incorporation dated May 2, 2017. Incorporated by reference from Exhibit 3.3 to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission, SEC file number 333-239062 on June 9, 2020.
- 3.12 Certificate of Designations of Series H Convertible Preferred Stock. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on August 13, 2020.
- 3.13 Certificate of Designations of Series I Convertible Preferred Stock. Incorporated by reference from Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on August 13, 2020.
- 4.1 Form of Common Stock Purchase Warrant. Incorporated by reference from Exhibits to the Current Report on Form 8-K with the Securities and Exchange Commission, SEC file number 001-08266, filed on May 12, 2011.
- 4.2 Form of Class A Warrant Certificate. Incorporated by reference from Exhibit 4.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266 on June 20, 2019.
- 4.3* Description of Securities.
- 4.4 Form of Common Warrant. Incorporated by reference from Exhibit 4.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on January 28, 2021.
- 10.1 2014 Equity Incentive Plan.⁽¹⁾ Incorporated by reference from Exhibits to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on November 10, 2014, filed with the Securities and Exchange Commission, SEC file number 001-08266, on October 21, 2014.

- 10.2 2017 Equity Incentive Plan.⁽¹⁾ Incorporated by reference from Appendix A to a Definitive Proxy Statement for an Annual Meeting of Shareholders held on July 31, 2017, filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 12, 2017.
- 10.3* Consulting Agreement dated January 7, 2021 by and between Ryan K. Zinke and U.S. Gold Corp.⁽¹⁾
- 10.4 Employment Agreement dated December 4, 2020 by and between George Bee and U.S. Gold Corp.⁽¹⁾ Incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC File number 001-08266, on December 10, 2020.
- 10.5 Employment Agreement dated December 4, 2020 by and between Eric Alexander and U.S. Gold Corp.⁽¹⁾ Incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC File number 001-08266, on December 10, 2020.
- 10.6 Employment Agreement dated July 19, 2021 by and between Kevin Francis and U.S. Gold Corp.⁽¹⁾ Incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC File number 001-08266, on July 19, 2021.
- 10.7 Consulting Agreement dated March 19, 2021 by and between Edward Karr and U.S. Gold Corp.⁽¹⁾ Incorporated by reference from Exhibit 10.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on March 19, 2021.
- 10.8 U.S. Gold Corp 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC File number 001-08266, on September 24, 2019.
- 10.9 First Amendment to the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporate by reference from Exhibit 10.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC File number 001-08266, on November, 10, 2020.
- 10.10 Form of Leak-Out Agreement. Incorporated by reference from Exhibit 10.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on August 13, 2020.
- 10.11 Form of Restricted Stock Unit Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.5 of the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, SEC file number 001-08266, on December 16, 2019.
- 10.12 Form of Restricted Stock Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.6 of the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, SEC file number 001-08266, on December 16, 2019.
- 10.13 Form of Nonqualified Stock Option Award Agreement under the U.S. Gold Corp. 2020 Stock Incentive Plan. Incorporated by reference from Exhibit 10.7 of the Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission, SEC file number 001-08266, on December 16, 2019.
- 14.1 Code of Ethics as adopted, amended and restated by the Corporation on November 1, 2018. Incorporated by reference from Exhibit 14.1 of the Annual Report on Form 10-K filed with the Securities and Exchange Commission, SEC file number 001-08266, on July 13, 2020.
- 21.1 List of Subsidiaries. Incorporated by reference from Exhibit 21.1 of the Registration Statement on Form S-1 filed with the Securities and Exchange Commission, SEC file number 333-239146, on June 12, 2020.
- 23.1 Marcum LLP consent
- 31.1 Rule 13a-14(a) Certification of George Bee
- 31.2 Rule 13a-14(a) Certification of Eric Alexander
- 32.1* Section 1350 Certification of George Bee (Furnished not Filed)
- 32.2* Section 1350 Certification of Eric Alexander (Furnished not Filed)
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Link base Document
- 101.LAB XBRL Taxonomy Extension Label Link base Document
- 101.PRE XBRL Taxonomy Extension Presentation Link base Document
- 101.DEF XBRL Taxonomy Extension Definition Link base Document

* Furnished herewith

⁽¹⁾ Management Contract or Compensatory Plan or Arrangement

Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. U.S. Gold Corp. hereby undertakes to furnish supplemental copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

Item 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

U.S. GOLD CORP.

Date: July 29, 2021

By: /s/ George M. Bee

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

Date: July 29, 2021

By: /s/ Eric Alexander

Eric Alexander
Principal Financial and Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: July 29, 2021

By: /s/ George M. Bee

George M. Bee, Director and Chairman

Date: July 29, 2021

By: /s/ Tara Gilfillan

Tara Gilfillan, Director

Date: July 29, 2021

By: /s/ Robert W. Schafer

Robert W. Schafer, Director

Date: July 29, 2021

By: /s/ Michael Waldkirch

Michael Waldkirch, Director

Date: July 29, 2021

By: /s/ Ryan K. Zinke

Ryan K. Zinke, Director

DESCRIPTION OF SECURITIES

The following description is intended as a summary and is qualified in its entirety by reference to our articles of incorporation, as amended, any certificates of designation for our preferred stock, and our amended and restated bylaws, as currently in effect, copies of which are filed as exhibits to this Annual Report on Form 10-K and are incorporated by reference herein.

Authorized Capital Stock

As of the date of the Annual Report on Form 10-K to which this exhibit is being filed, our 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, 45,001.8 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 and 127 shares are designated as Series G Preferred Stock. Our board of directors (the “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.

Common Stock

The holders of common stock are entitled to one vote per share on all matters to be voted upon by the stockholders and there are no cumulative rights. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of common stock are entitled to receive ratably any dividends that may be declared from time to time by the Board out of funds legally available for that purpose. We do not anticipate paying any cash dividends on our common stock in the foreseeable future but intend to retain our capital resources for reinvestment in our business. In the event of our liquidation, dissolution or winding up, the holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock then outstanding. The common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to the common stock.

The transfer agent and registrar for our common stock is Equity Stock Transfer. Its address is 237 West 37th Street, Suite 601, New York, New York 10018. Our common stock is listed on the NASDAQ under the symbol “USAU.”

Preferred Stock

The Board is authorized, subject to any limitations prescribed by law, without further vote or action by the stockholders, to issue from time to time shares of preferred stock in one or more series. Each such series of preferred stock shall have such number of shares, designations, preferences, voting powers, qualifications, and special or relative rights or privileges as shall be determined by the Board, which may include, among others, dividend rights, voting rights, liquidation preferences, conversion rights and preemptive rights. Issuance of preferred stock by our Board may result in such shares having dividend and/or liquidation preferences senior to the rights of the holders of our common stock and could dilute the voting rights of the holders of our common stock.

Prior to the issuance of shares of each series of preferred stock, the Board is required by the Nevada Revised Statutes and our articles of incorporation to adopt resolutions and file a certificate of designation with the Secretary of State of the State of Nevada. The certificate of designation fixes for each class or series the designations, powers, preferences, rights, qualifications, limitations and restrictions, including, but not limited to, some or all of the following:

- the number of shares constituting that series and the distinctive designation of that series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board;

- the dividend rate and the manner and frequency of payment of dividends on the shares of that series, whether dividends will be cumulative, and, if so, from which date;
- whether that series will have voting rights, in addition to any voting rights provided by law, and, if so, the terms of such voting rights;
- whether that series will have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board may determine;
- whether or not the shares of that series will be redeemable, and, if so, the terms and conditions of such redemption;
- whether that series will have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amount of such sinking fund;
- whether or not the shares of the series will have priority over or be on a parity with or be junior to the shares of any other series or class in any respect;
- the rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights or priority, if any, of payment of shares of that series; and
- any other relative rights, preferences and limitations of that series.

Once designated by the Board, each series of preferred stock may have specific financial and other terms.

Nevada Anti-Takeover Law, Provisions of our Certificate of Incorporation and Bylaws

Anti-Takeover Effects of Provisions of Nevada State Law

We may be, or in the future we may become, subject to Nevada’s control share laws. A corporation is subject to Nevada’s control share law if it has more than 200 stockholders, at least 100 of whom are stockholders of record and residents of Nevada, and if the corporation does business in Nevada, including through an affiliated corporation. This control share law may have the effect of discouraging corporate takeovers.

The control share law focuses on the acquisition of a “controlling interest,” which means the ownership of outstanding voting shares that would be sufficient, but for the operation of the control share law, to enable the acquiring person to exercise the following proportions of the voting power of the corporation in the election of directors: (1) one-fifth or more but less than one-third; (2) one-third or more but less than a majority; or (3) a majority or more. The ability to exercise this voting power may be direct or indirect, as well as individual or in association with others.

The effect of the control share law is that an acquiring person, and those acting in association with that person, will obtain only such voting rights in the control shares as are conferred by a resolution of the stockholders of the corporation, approved at a special or annual meeting of stockholders. The control share law contemplates that voting rights will be considered only once by the other stockholders. Thus, there is no authority to take away voting rights from the control shares of an acquiring person once those rights have been approved. If the stockholders do not grant voting rights to the control shares acquired by an acquiring person, those shares do not become permanent non-voting shares. The acquiring person is free to sell the shares to others. If the buyer or buyers of those shares themselves do not acquire a controlling interest, the shares are not governed by the control share law.

If control shares are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of the voting power, a stockholder of record, other than the acquiring person, who did not vote in favor of approval of voting rights, is entitled to demand fair value for such stockholder’s shares.

In addition to the control share law, Nevada has a business combination law, which prohibits certain business combinations between Nevada publicly traded corporations and “interested stockholders” for two years after the interested stockholder first becomes an interested stockholder, unless the corporation’s board of directors approves the combination in advance. For purposes of Nevada law, an interested stockholder is any person who is: (a) the beneficial owner, directly or indirectly, of 10% or more of the voting power of the outstanding voting shares of the corporation, or (b) an affiliate or associate of the corporation and at any time within the previous two years was the beneficial owner, directly or indirectly, of 10% or more of the voting power of the then-outstanding shares of the corporation. The definition of “business combination” contained in the statute is sufficiently broad to cover virtually any kind of transaction that would allow a potential acquirer to use the corporation’s assets to finance the acquisition or otherwise to benefit its own interests rather than the interests of the corporation and its other stockholders.

The effect of Nevada's business combination law is to potentially discourage parties interested in taking control of the Company from doing so if it cannot obtain the approval of our board of directors.

Articles of Incorporation and Bylaws

Provisions of our articles of incorporation, as amended, and amended and restated bylaws may delay or discourage transactions involving an actual or potential change in our control or change in our management, including transactions in which stockholders might otherwise receive a premium for their shares, or transactions that our stockholders might otherwise deem to be in their best interests. Therefore, these provisions could adversely affect the price of our common stock. Among other things, our articles of incorporation and bylaws:

- permit our Board to issue up to 50,000,000 shares of preferred stock, without further action by the stockholders, with any rights, preferences and privileges as our Board may designate, including the right to approve an acquisition or other change in control;
- provide that the authorized number of directors may be changed only by a resolution adopted by a majority of the whole Board;
- provide that all vacancies, including newly created directorships, may, except as otherwise required by law, be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum;
- do not provide for cumulative voting rights (therefore allowing the holders of a majority of the shares of common stock entitled to vote in any election of directors to elect all of the directors standing for election, if they should so choose);
- provide that special meetings of our stockholders may be called only by (i) the Chairman of the Board, (ii) the Chief Executive Officer or (iii) a resolution adopted by a majority of the whole Board;
- provide that stockholders may alter, amend or repeal any section of our bylaws by an affirmative vote of the holders of at least sixty-six and two-thirds (66 2/3%) of the outstanding voting power, voting together as a single class; and
- provide advance notice provisions with which a stockholder who wishes to nominate a director or propose other business to be considered at a stockholder meeting must comply.

CONSULTING AGREEMENT

This CONSULTING AGREEMENT, dated January 7, 2021 (the “Agreement”) between Ryan K. Zinke (the “Consultant”), and U.S. Gold Corp., a Nevada corporation (the “Company”).

WHEREAS, the Company desires to engage the Consultant to provide certain consulting services related to the Company’s business and Consultant is willing to be engaged by the Company as a consultant and to provide such services, on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, the Company and Consultant agree as follows:

1. Consulting. The Company hereby retains Consultant, and Consultant hereby agrees to make himself available as a consultant to the Company, upon the terms and subject to the conditions contained herein.

2. Duties of Consultant. During the Consultant Term (as hereinafter defined), Consultant shall provide the Company with such regular and customary capital markets and corporate consulting advice as is reasonably requested by the Company, provided that Consultant shall not be required to undertake duties not reasonably within the scope of this Agreement. It is understood and acknowledged by the parties that the value of Consultant’s advice is not readily quantifiable, and that although Consultant shall be obligated to render the advice contemplated by this Agreement upon the reasonable request of the Company, in good faith, Consultant shall not be obligated to spend any specific amount of time in so doing. Consultant’s duties may include but will not necessarily be limited to, providing recommendations concerning the following matters:

- Investor introductions, strategic introductions to potential industry partners.
- Assistance with governmental relations including permitting, and coordination with State of Wyoming regulators.

Notwithstanding the foregoing, the services to be rendered by the Consultant to the Company shall not (unless the Consultant is appropriately licensed, registered or there is an exemption available from such licensing or registration) include, directly or indirectly: any activities which require the Consultant to register as a broker-dealer under the Securities Exchange Act of 1934.

3. Term. Subject to the provisions for termination hereinafter provided, the term of this Agreement shall commence on the date hereof (the “Effective Date”) and shall continue for a period of 365 days. The Consultant Term may be extended upon the mutual agreement of the Company and the Consultant.

4. Compensation. In consideration of the services to be rendered by Consultant hereunder, during the Consultant Term the Company agrees compensate the Consultant with an annual fee of \$86,000.00 USD (the “Fees”), consisting of shares of the Company’s common stock with a value of \$50,000 and a cash payment of \$36,000. The Company shall pay the Fee as follows: (i) shares of the Company’s common stock will be issued to the Consultant within five (5) days of the Effective Date based on the closing price of the Company’s common stock on the Effective Date; and (ii) the Company will pay the Consultant \$3,000 per month in cash payable [on the first] of each month.

5. Termination. The Company may, in its sole discretion, terminate this Agreement at any time.

6. Reimbursement. The Company will reimburse the Consultant for all reasonable out-of-pocket expenses incurred in connection with this Agreement; *provided that* in no event will the aggregate amount of the Fees and such expense reimbursement under this Section 6 exceed \$120,000.00 USD within any 12 month period or otherwise disqualify the Consultant as an Independent Director as defined in the Nasdaq Rule 5605(a)(2).

7. Confidential Information. Consultant recognizes and acknowledges that by reason of Consultant's retention by and service to the Company before, during and, if applicable, after the Consulting Term, Consultant will have access to certain confidential and proprietary information relating to the Company's business, which may include, but is not limited to, trade secrets, trade "know-how," product development techniques and plans, formulas, customer lists and addresses, financing services, funding programs, cost and pricing information, marketing and sales techniques, strategy and programs, computer programs and software and financial information (collectively referred to as "Confidential Information"). Consultant acknowledges that such Confidential Information is a valuable and unique asset of the Company and Consultant covenants that he will not, unless expressly authorized in writing by the Company, at any time during the Consulting Term use any Confidential Information or divulge or disclose any Confidential Information to any person, firm or corporation except in connection with the performance of Consultant's duties for the Company and in a manner consistent with the Company's policies regarding Confidential Information. Consultant also covenants that at any time after the termination of this Agreement, directly or indirectly, he will not use any Confidential Information nor divulge nor disclose any Confidential Information to any person, firm or corporation, unless such information is in the public domain through no fault of Consultant or except when required to do so by a court of law, by any governmental agency having supervisory authority over the business of the Company or by any administrative or legislative body (including a committee thereof) with apparent jurisdiction to order Consultant to divulge, disclose or make accessible such information. All written Confidential Information (including, without limitation, in any computer or other electronic format) which comes into Consultant's possession during the Consulting Term shall remain the property of the Company. Except as required in the performance of Consultant's duties for the Company, or unless expressly authorized in writing by the Company, Consultant shall not remove any written Confidential Information from the Company's premises, except in connection with the performance of Consultant's duties for the Company and in a manner consistent with the Company's policies regarding Confidential Information. Upon termination of this Agreement, the Consultant agrees to return immediately to the Company all written Confidential Information (including, without limitation, in any computer or other electronic format) in Consultant's possession.

8. Independent Contractor. It is understood and agreed that this Agreement does not create any relationship of association, partnership or joint venture between the parties, nor constitute either party as the agent or legal representative of the other for any purpose whatsoever; and the relationship of Consultant to the Company for all purposes shall be one of an independent contractor. Neither party shall have any right or authority to create any obligation or responsibility, express or implied, on behalf or in the name of the other, or to bind the other in any manner whatsoever.

9. Consultant's Services to Others. Nothing contained in this Agreement shall be construed to limit or restrict the Consultant from providing services, whether similar in nature or not, to other entities or individuals. Consultant acknowledges that the Company may hire other consultants to provide services similar to those provided by the Consultant.

10. Conflict of Interest. The Consultant and the Company hereby agree that there is no conflict of interest in connection with the retention by the Company of the Consultant pursuant to this Agreement.

11. Waiver of Breach. The waiver by any party hereto of a breach of any provision of this Agreement shall not operate nor be construed as a waiver of any subsequent breach.

12. Binding Effect; Benefits. None of the parties hereto may assign his or its rights hereunder without the prior written consent of the other parties hereto, and any such attempted assignment without such consent shall be null and void and without effect. This Agreement shall inure to the benefit of, and shall be binding upon, the parties hereto and their respective successors, permitted assigns, heirs and legal representatives.

13. Notices. All notices and other communications which are required or may be given under this Agreement shall be in writing and shall be deemed to have been duly given: (a) when delivered in person; (b) when sent, if sent by electronic mail or facsimile during normal business hours of the recipient, and if not sent during normal business hours, then on the recipient's next business day; (c) 1 business day after being mailed with a nationally recognized overnight courier service; or (d) 3 business days after being mailed by registered or certified first class mail, postage prepaid, return receipt requested, to the parties hereto at:

If to the Company, to : George Bee
 President & CEO
 U.S. Gold Corp.
 Suite 102 – Box 604
 1910 E Idaho Street
 Elko, NV 89801
 Email: gb@usgoldcorp.gold

If to the Consultant, to: Ryan K. Zinke
 409 2nd Street West
 Whitefish MT 59937
 Mailing Address:
 1292 Las Manos Lane
 Santa Barbara CA 93109
 Email: ryanzinke@yahoo.com

12. Entire Agreement; Amendments. This Agreement contains the entire agreement and supersedes all prior agreements and understandings, oral or written, between the parties hereto with respect to the subject matter hereof. This Agreement may be modified or amended only by an agreement in writing signed by the party against whom any amendment or modification is sought.

13. Severability. The invalidity of all or any part of any provision of this Agreement shall not render invalid the remainder of this Agreement or the remainder of such provision. If any provision of this Agreement is so broad as to be unenforceable, such provision shall be interpreted to be only so broad as is enforceable.

14. Governing Law; Consent to Jurisdiction. This Agreement shall be governed by and construed in accordance with the law of the State of Nevada without giving effect to the principles of conflicts of law thereof. The parties hereto each hereby submits himself or itself for the sole purpose of this Agreement and any controversy arising hereunder to the exclusive jurisdiction of the state courts in the State of Nevada.

15. Headings. The headings herein are inserted only as a matter of convenience and reference, and in no way define, limit or describe the scope of this Agreement or the intent of the provisions thereof.

16. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal ESIGN Act of 2000, *e.g.*, www.docuSign.com) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

[Signature Page(s) to Follow]

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first above written.

U.S. GOLD CORP.

/s/ George Bee

George Bee President & CEO

CONSULTANT

/s/ Ryan K. Zinke

[Signature Page to Consulting Agreement between U.S. Gold Corp. and Ryan K. Zinke]

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in the Registration Statement of U.S. Gold Corp. on Form S-1 (File No. 333-239146 and 333-253168) and on Form S-3 (File No. 333-239062 and 3333-253165) of our report dated July 29, 2021, which included an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of U.S Gold Corp. as of April 30, 2021 and 2020 and for each of the two years in the period ended April 30, 2021, which report is included in this Annual Report on Form 10-K of U.S Gold Corp. for the year ended April 30, 2021.

/s/ Marcum LLP

Marcum LLP
New York, NY
July 29, 2021

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, George M. Bee, certify that:

I have reviewed this Annual Report on Form 10-K of U.S. Gold Corp (the “registrant”);

- 1) 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 the report;
- 2) 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 issuer as of, and for, the periods presented in this report;
- 3) The small business issuer’s other certifying officer(s) 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
- 4) 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 involved management or other employees who have a significant role in the registrant’s internal control over financial reporting.

By: /s/ George M. Bee

George M. Bee
Chief Executive Officer
July 29, 2021

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Eric Alexander, certify that:

I have reviewed this Annual Report on Form 10-K of U.S. Gold Corp (the “registrant”);

- 1) 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 the report;
- 2) 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;
- 3) The registrant’s other certifying officer(s) 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
- 4) I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer’s auditors and the audit committee of the small business issuer’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 involved management or other employees who have a significant role in the registrant’s internal control over financial reporting.

By: /s/ Eric Alexander

Eric Alexander
Principal Financial and Accounting Officer
July 29, 2021

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of U.S. Gold Corp. (the "Company"), as filed with the U.S. Securities and Exchange Commission on the date hereof (the "Report"), I, George M. Bee, the Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (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 such Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 29, 2021

By: /s/ George M. Bee

George M. Bee
Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF
THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of U.S. Gold Corp (the “Company”), as filed with the U.S. Securities and Exchange Commission on the date hereof (the “Report”), I, Eric Alexander, the Principal Financial and Accounting Officer of the Company, certify, pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Sec. 906 of the Sarbanes-Oxley Act of 2002, that:

- (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.

Dated: July 29, 2021

By: /s/ Eric Alexander

Eric Alexander
Principal Financial and Accounting Officer