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

**SCHEDULE 14A**  
Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**U.S. GOLD CORP.**  
(Name of Registrant as Specified in Its Charter)

N/A  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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U.S. GOLD CORP.  
1910 E. Idaho Street - Suite 102 - Box 604  
Elko, NV 89801

CONTROL ID:

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS  
FOR THE U.S. GOLD CORP. 2022 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON DECEMBER 16, 2022**

**DATE:** December 16, 2022

**TIME:** AT 9:00 AM (MOUNTAIN TIME)

**LOCATION:** To be held virtually by calling 877-407-3088 (toll free),

THIS COMMUNICATION IS NOT A FORM OF VOTING AND ONLY REPRESENTS A NOTICE TO ACCESS A MORE COMPLETE SET OF PROXY MATERIALS (INCLUDING THE PROXY STATEMENT AND ANNUAL REPORT) AVAILABLE TO YOU ON THE INTERNET. WE ENCOURAGE YOU TO ACCESS AND REVIEW ALL OF THE IMPORTANT INFORMATION CONTAINED IN THE PROXY MATERIALS BEFORE VOTING. THE PROXY MATERIALS ARE AVAILABLE AT WWW.USGOLD.VOTE. TO SUBMIT YOUR PROXY WHILE VISITING THIS SITE, YOU WILL NEED THE CONTROL ID IN THE BOX ABOVE.

- IF YOU DECIDE TO VIEW THE PROXY MATERIALS AND VOTE YOUR SHARES ONLINE,

Step 1: Go to [www.usgold.vote](http://www.usgold.vote)

Step 2: To view or download the proxy materials, click on the link that describes the material you wish to view or download. For example, to view or download the Proxy Statement, click on the "Proxy Statement" link.

Step 3: To vote online, click on the designated link and follow the on-screen instructions. **YOU MAY VOTE ONLINE UNTIL 5:00 PM EASTERN TIME DECEMBER 15, 2022.**

- IF YOU WANT TO RECEIVE A PAPER COPY OF THE PROXY MATERIALS INCLUDING THE PROXY CARD, YOU MUST REQUEST ONE. THERE IS NO CHARGE TO YOU FOR REQUESTING A COPY. TO FACILITATE TIMELY DELIVERY PLEASE MAKE THE REQUEST, AS INSTRUCTED BELOW, BEFORE DECEMBER 5, 2022.

**HOW TO REQUEST PAPER COPIES OF OUR MATERIALS**



**PHONE:**

CALL TOLL FREE  
1-855-557-4647



**FAX:**

SEND THIS CARD TO  
1-646-201-9006



**INTERNET:**

[www.usgold.vote](http://www.usgold.vote)  
FOLLOW THE ON-SCREEN INSTRUCTIONS.



**EMAIL:**

[proxy@equitystock.com](mailto:proxy@equitystock.com)  
INCLUDE YOUR CONTROL ID IN YOUR EMAIL.

**HOW TO ATTEND THE VIRTUAL MEETING AND VOTE AT THE MEETING:** PLEASE VISIT WWW.USGOLD.VOTE FOR INFORMATION ON HOW TO PARTICIPATE IN THE COMPANY'S VIRTUAL MEETING. IF YOU ENCOUNTER ANY TECHNICAL DIFFICULTIES WITH THE VIRTUAL MEETING PLATFORM ON THE MEETING DAY, PLEASE CALL 877-804-2062 (TOLL FREE) OR EMAIL [PROXY@EQUITYSTOCK.COM](mailto:PROXY@EQUITYSTOCK.COM).

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**VOTING ITEMS**

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**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE FOLLOWING:**

1. To elect the six (6) nominees named in the proxy statement to serve on the Board of Directors until the 2023 Annual Meeting of Stockholders or until their successors are duly elected and qualified.
2. To ratify the appointment of Marcum LLP as the Company’s independent registered public accountant for the fiscal year ending April 30, 2023.
3. To approve, by a non-binding advisory vote, the compensation of the Company’s named executive officers, as described in the proxy statement.
4. To approve an amendment to the Company’s 2020 Stock Incentive Plan.

THE BOARD OF DIRECTORS HAS FIXED THE CLOSE OF BUSINESS ON **OCTOBER 25, 2022**, AS THE RECORD DATE. ONLY HOLDERS OF OUR COMMON STOCK AS OF THE CLOSE OF BUSINESS ON OCTOBER 25, 2022, ARE ENTITLED TO NOTICE OF, AND TO VOTE AT THE MEETING OR ANY POSTPONEMENT OR ADJOURNMENT OF THE MEETING.

**PLEASE NOTE—THIS IS NOT A PROXY CARD - YOU CANNOT VOTE BY RETURNING THIS CARD. TO VOTE YOUR SHARES, YOU MUST VOTE ONLINE OR REQUEST A PAPER COPY OF PROXY MATERIALS TO RECEIVE A PROXY CARD.**

**YOUR VOTE IS IMPORTANT!**

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