

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): November 16, 2022

U.S. GOLD CORP.

(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-08266</u> (Commission File Number)	<u>22-1831409</u> (I.R.S. Employer Identification Number)
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<u>1910 E. Idaho Street, Suite 102-Box 604 Elko, NV</u> (Address of principal executive offices)	<u>89801</u> (Zip Code)
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Registrant's telephone number, including area code: (800) 557-4550

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<u>Common stock</u>	<u>USAU</u>	<u>Nasdaq Capital Market</u>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 16, 2022, Ryan Zinke notified U.S. Gold Corp. ("U.S. Gold" or the "Company") that he intends to resign from the Board of Directors (the "Board") of the Company, effective December 31, 2022 (the "Effective Date"). Mr. Zinke will continue to serve as a director until the Company's Annual Meeting of Shareholders to be held on December 16, 2022 (the "Annual Meeting"). If re-elected at the Annual Meeting, Mr. Zinke will continue to serve as a director until the Effective Date, upon which the Board will address the vacancy created on the Board in accordance with the Company's Second Amended and Restated Bylaws. Mr. Zinke's departure is due to his election to the U.S. House of Representatives and is not the result of any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On November 22, 2022, U.S. Gold issued a press release announcing Mr. Zinke's decision to resign from the Board. A copy of the press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under this Item 7.01, including the press release, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by reference to such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated November 22, 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. GOLD CORP.

Date: November 22, 2022

By: /s/ Eric Alexander
Name: Eric Alexander
Title: Chief Financial Officer



U.S. Gold Corp. Announces the Resignation of Ryan Zinke from its Board of Directors

The Honorable Ryan K. Zinke will assume his seat in the United States Congress

Cheyenne, Wyoming, November 22, 2022 -U.S. Gold Corp. (“U.S. Gold,” the “Company,” “we,” “our” or “us”) (NASDAQ: USAU) a gold exploration and development company, today announced the resignation of the Honorable Ryan K. Zinke from its Board of Directors (the “Board”) effective December 31, 2022 (the “Effective Date”).

Secretary Zinke won the election to represent Montana’s 1st congressional district and will assume his seat in the U.S. House of Representatives when the 118th United States Congress convenes in January 2023. Secretary Zinke previously served in Congress representing Montana’s at-large congressional district from 2015 to 2017, before serving as Interior Secretary from 2017 to 2019.

U.S. Gold’s President and CEO, George Bee commented, “I’d like to thank Ryan for his service to U.S. Gold Corp. and wish him success in his return to public office. His dedication to service and unique perspective has been invaluable and we are grateful for his contributions to our development projects in Idaho, Nevada, and Wyoming. On behalf of the Board of Directors, the management team, and our shareholders, I thank Ryan and wish him and his family all the best in the future.”

Luke Norman, Chairman of the Company’s Board of Directors said, “We have had the privilege of working with Secretary Zinke since April 2019. He has provided good counsel and insight throughout his term on the Company’s Board of Directors.”

Mr. Norman went on to say, “Secretary Zinke is on the slate of directors for re-election at the Company’s 2022 Annual Meeting of Stockholders to be held on December 16th, 2022. If re-elected at the 2022 Annual Meeting of Stockholders, Mr. Zinke will continue to serve as a director until the Effective Date, upon which the Board will address the vacancy created on the Board in accordance with the Company’s Second Amended and Restated Bylaws.”

Secretary Zinke advised that he will be divesting his interests in U.S. Gold as soon as practicable and he will have no ongoing agreements or relationship with the Company after December 31, 2022.

📍 1807 Capitol Avenue
Cheyenne WY, 82001

www.usgoldcorp.gold
ir@usgoldcorp.com
+1-800-557-4550

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About U.S. Gold Corp.

U.S. Gold Corp. is a publicly traded, U.S.-focused gold exploration and development company. U.S. Gold Corp. has a portfolio of exploration properties. The CK Gold Project is located in Southeast Wyoming and has a Preliminary Feasibility Study technical report, which was completed by Gustavson Associates, LLC. Keystone and Maggie Creek are exploration properties on the Cortez and Carlin Trends in Nevada. The Challis Gold Project is located in Idaho. For more information about U.S. Gold Corp., please visit www.usgoldcorp.gold.

For additional information, please contact:

U.S. Gold Corp. Investor Relations:

+1 800 557 4550

ir@usgoldcorp.gold

www.usgoldcorp.gold

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