

(Print or Type Responses)

1. Name and Address of Reporting Person * Sharp Ted Riley		2. Issuer Name and Ticker or Trading Symbol U.S. GOLD CORP. [USAU]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <div><div>Director</div><div>10% Owner</div><div>X Officer (give title below)</div><div>Other (specify below)</div></div> <div>Chief Financial Officer</div>				
(Last) (First) (Middle) C/O U.S. GOLD CORPORATION, 1910 E. IDAHO STREET, SUITE 102-BOX 604		3. Date of Earliest Transaction (Month/Day/Year) 11/27/2019						
(Street) ELKO, NV 89801		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <div><div>X Form filed by One Reporting Person</div><div>Form filed by More than One Reporting Person</div></div>				
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D) Price			
Common Stock	11/27/2019		A		22,767 (1) A \$ 0	22,767	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)													
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option	\$ 0.81	11/27/2019		A	50,000		(2) 11/27/2029	Common Stock	50,000	\$ 0 (3)	0	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sharp Ted Riley C/O U.S. GOLD CORPORATION 1910 E. IDAHO STREET, SUITE 102-BOX 604 ELKO, NV 89801			Chief Financial Officer	

Signatures

/s/ Ted Riley Sharp		12/03/2019
Signature of Reporting Person		Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents restricted stock awarded to the reporting person on November 27, 2019 pursuant to the U.S. Gold Corp. 2020 Stock Incentive Plan (the "Plan"). Such shares vested immediately upon grant.

Represents an option award under the Plan (the "Option Award"), of which 1/24th of the total (rounded down for any fractional shares) shall vest on each of the first 23 monthly anniversaries of the date of grant, provided the reporting person is providing services to the issuer or an affiliate of the issuer on the applicable vesting date, and the remaining portion of

(2) the unvested Option Award shall vest on the second anniversary of the date of grant, provided the reporting person is providing services to the issuer or an affiliate of the issuer on that date.

(3) The Option Award is compensation for the reporting person's service as an officer of the issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.