

U. S. GOLD CORPORATION
Charter of the Audit Committee

Purpose:

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of U.S. GOLD CORPORATION, a Colorado corporation (the “Company”) shall be to make such examinations as are necessary to assist the Board with oversight of the corporate financial reporting of the Company and the integrity of the Company’s financial statements and the Company’s compliance with legal and regulatory requirements, to provide to the Board the results of its examinations and recommendations derived therefrom, to evaluate the performance of the Company’s internal audit function, to outline to the Board improvements made, or to be made, in internal accounting controls, to evaluate the qualifications, independence and performance of the Company’s independent auditors and nominate independent auditors based on such evaluations, to prepare an annual report for inclusion in the Company’s annual proxy statement or other required filings in accordance with the applicable rules and regulations of the Securities and Exchange Commission (“SEC”), and to provide such additional information and materials as it may deem necessary to make the Board aware of significant financial matters which require the Board’s attention.

Composition:

Except as discussed herein, the Committee shall be comprised of at least three members of the Board, each of whom (i) has been affirmatively determined in the judgment of the Board to qualify as an independent director under the rules of the American Stock Exchange (“Independent Director”), and (ii) is able to read and understand fundamental financial statements and at least one of whom has past employment experience in finance or accounting, is a certified accountant, or has other comparable experience, including a current or past position as chief executive, financial officer or other senior officer with financial oversight responsibilities.

The members of the Committee and its Chairman will be appointed by the Board and shall serve for such term as the Board may determine, or until their earlier resignation, death or removal by the Board. A member shall promptly notify the Committee and the Board in the event the member is no longer an Independent Director and the member shall be removed from the Committee unless the Board determines that an exception to the Independent Director requirement is available with respect to such member’s continued membership on the Committee and that the member’s continued membership on the Committee would be in the Company’s best interest. In no event shall a member who ceases to qualify as an Independent Director remain on the Committee longer than one year from the date of the event which caused such member to cease being an Independent Director.

Members of the Committee may not directly or indirectly receive any consulting, advisory or compensatory fee from the Company other than in their capacities as members of the Board, the Audit Committee or any other committee on which they may serve.

Functions and Authority:

The operation of the Committee shall be subject to the Bylaws of the Company, as in effect from time to time, and Article 108 of the Colorado Business Corporation Act. The Committee shall be obligated, and shall have the full power and authority, to carry out the following responsibilities:

1. To recommend annually to the full Board the firm of certified public accountants to be employed by the Company as its independent auditors for the ensuing year.

2. To receive a formal written statement from the Company's independent auditors on a periodic basis delineating all relationships between the auditors and the Company, discuss with the independent auditors any disclosed relationships or services that may impact the objectivity and independence of the independent auditors, to review and approve all professional services provided to the Company by the independent auditors and to recommend that the Board take appropriate action in response to the independent auditors' report to satisfy itself of the independent auditors' independence.

3. To review the engagement of the independent auditors, including the scope, extent and procedures of the audit and oversee any other aspects of the engagement of the independent auditors, including but not limited to resolution of disagreements between management and the auditor regarding financial reporting and other audit, review or attest services, and the compensation to be paid therefore, and all other matters the Committee deems appropriate.

4. To instruct the independent auditors that the independent auditors are accountable to the Board and the Committee as stockholder representatives, that the independent auditors shall report directly to the Committee and that the Committee has a responsibility to select, evaluate, and where appropriate, replace the independent auditors.

5. To obtain and review at least annually a report by the independent auditors describing the Company's internal control procedures, any material issues raised by the most recent internal control review or peer review of the Company, any inquiry or investigation by governmental or professional authorities with respect to one or more independent audits carried out by the firm within in the preceding five years and any steps taken by the independent auditor to deal with such issues.

6. To have familiarity, through the individual efforts of its members, with the accounting and reporting principles and practices applied by the Company in preparing

its financial statements, including, without limitation, the policies for recognition of revenues in financial statements and to review any major issues with or significant changes in the Company's selection or application of accounting and reporting principles and financial statement presentation.

7. To periodically review relevant new and proposed releases and pronouncements by the Financial Accounting Standards Board (FASB), the American Institute of Certified Public Accountants (AICPA) and the Securities and Exchange Commission (SEC) and the effect such releases and pronouncements have or may have on the Company's financial statements or other disclosures in financial reports.

8. To review the effect of off-balance sheet structures, if any, on the Company's financial statements.

9. To meet separately with management, internal auditors or other personnel responsible for the internal audit function, and the independent auditors periodically.

10. To meet with management and the independent auditors to review and discuss the Company's balance sheet, statements of operations, and statements of cash flows and stockholders' equity for each interim period, any changes in accounting policy that have occurred during the interim period and to discuss the Company's specific disclosure under "Management Discussion and Analysis of Financial Condition and Results of Operations" prior to the filing of any Forms 10-Q, 10-QSB, 10-K or 10-KSB.

11. To provide a report in the Company's annual meeting proxy statement and the Company's Form 10-K or 10-KSB stating whether the Committee has complied with its responsibilities under the Charter, including without limitation, whether the Committee has reviewed and discussed the Company's audited financial statements with the Company's management, whether the Committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K or 10-KSB, and whether anything came to the attention of the Committee that caused the Committee to believe that the audited financial statements contain any materially misleading information or omit any material information.

12. To assist and interact with the independent auditors in order that they may carry out their duties in the most efficient and cost effective manner.

13. To review with the independent auditors any audit problems or difficulties, evaluate the cooperation received by the independent auditors during their audit examination, including their access to all requested records, data and information, and elicit the comments of management regarding the responsiveness of the independent auditors to the Company's needs.

14. To review major issues as to the adequacy of the Company's internal controls, discuss with Company management the scope and quality of internal accounting

and financial reporting controls in effect, and review any special audit steps adopted in light of material control deficiencies.

15. To discuss policies with respect to risk assessment and risk management, the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

16. To review and discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies, with particular emphasis on the use of any "pro forma" or "adjusted" non-GAAP information so provided.

17. To determine, in regard to new transactions or events, the auditor's reasoning in determining the appropriateness of the accounting principles and disclosure practices adopted by management.

18. To assure that the auditor's reasoning is described in determining the appropriateness of changes in accounting principles and disclosure practices.

19. To review any analyses prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the results under alternative GAAP methods.

20. To disclose in the Company's annual meeting proxy statement whether the Committee has a written charter, and to file the Committee's Charter every three years in the Company's annual meeting proxy statement.

21. To annually evaluate its performance, the qualifications of its members and the adequacy of this Charter and report thereon to the Board.

22. To investigate, review and report to the Board the propriety and ethical implications of any transactions, as reported or disclosed to the Committee by the independent auditors, employees, officers, members of the Board or otherwise, between (a) the Company and (b) any employee, officer or member of the Board of the Company, or any affiliate of the foregoing.

23. To establish procedures for the receipt, retention and treatment of complaints or concerns, including a procedure for confidential and anonymous submission by the Company's employees, regarding the Company's accounting, internal accounting controls or auditing matters.

24. To engage independent counsel or other advisers, as the Committee deems necessary to carry out its duties and approve the compensation to any adviser so engaged or retained.

25. To determine and approve the ordinary administrative expenses of the Committee necessary or appropriate to discharge its functions.

26. To report regularly to the Board.

27. To perform such other functions and have such power as may be necessary or convenient in the efficient and lawful discharge of the foregoing.

Meetings and Procedural Matters:

The Committee will hold at least four regular meeting per year and additional meetings as the Chairman or Committee deems appropriate. The Committee will meet at such time as shall be determined by its Chairperson, or upon the request of any two of its members. The agenda of each meeting will be prepared by the Secretary of the Committee and, whenever reasonably practicable circulated to each member prior to the meeting date. The chief executive officer or chief accounting officer may attend any meeting of the Committee, except for portions of the meetings where his, her or their presence would be inappropriate, as determined by the Committee Chairman.

A majority of the members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee and each member shall have one vote. The Chairperson will preside, when present, at all meetings of the Committee. The Committee may meet by telephone, or by videoconference, and may take action by written consent. Minutes of each meeting of the Committee shall be kept and distributed to each member of the Committee, member of the Board who are not members of the Committee and the Secretary of the Company. The Chairman of the Committee shall report to the Board from time to time, or whenever so requested by the Board.