

## **U.S. Gold Corporation CORPORATE GOVERNANCE GUIDELINES**

The following Corporate Governance Guidelines of U.S. Gold Corporation (the “Company”) are reflective of the principles, policies and practices in respect of the Company’s Articles of Incorporation and Bylaws, the laws of the State of Colorado and rules adopted by the Securities and Exchange Commission.

### DIRECTOR QUALIFICATION STANDARDS

The Board of Directors shall be comprised of a majority of directors, who, in the business judgment of the Board, qualify as independent in accordance with the rules of the American Stock Exchange (“AMEX”) and any other applicable laws, rules and regulations governing director independence. Directors have an affirmative duty to promptly notify the Board of any material change in circumstances or relationships that may impact their designation as independent.

Directors are elected on an annual basis. The Board is responsible for nominating individuals for election to the Board by the stockholders and appointing individuals as directors between annual meetings. Candidates to fill newly created directorships or vacancies on the Board are recommended by the Board’s Nominating Committee to the members of the full Board and reviewed with, and approved by, the Board before an invitation is extended to the candidate. The Board seeks members with diverse business and professional backgrounds, integrity, judgment and such other skills and experience as will enhance the Board’s ability to serve the best interests of the Company.

The Nominating and Corporate Governance Committee of the Board of Directors will consider director nominees recommended by shareholders and will apply the same criteria to shareholder recommendations as it does to other nominees considered by the committee. A shareholder who wishes to recommend a prospective director nominee should send a letter to the committee and include (i) the proposing shareholder’s name and address, (ii) proof that the shareholder was the shareholder of record, and/or beneficial owner of common stock as of the date of the letter, (iii) the name, address and resume of the recommended nominee, and (iv) the written consent of the recommended nominee to serve as a director of the Company if so nominated and elected. Nominations can be sent to the Nominating and Corporate Governance Committee c/o David J. Babiarz, Dufford & Brown, P.C., 1700 Broadway, Suite 2100, Denver, CO 80290.

The Board does not believe that arbitrary age or term limits on directors’ service are appropriate at this time. The Board also does not set a maximum limit on the number of boards of directors on which a director may serve, however, the Board endeavors to avoid potential conflicts of interest and also takes into account the other commitments and responsibilities which may affect a director’s or director candidate’s ability to properly discharge his or her duties. Directors have an affirmative duty to promptly notify the Board upon accepting any public company directorship or any assignment to the audit

committee or compensation committee of any public company of which such director is already a member.

The non-management directors meet at regularly scheduled executive sessions without management directors following certain of the regularly scheduled Board meetings, and the independent directors hold at least one regularly scheduled executive session without non-independent directors and management each year.

Each year, a schedule is set for the following year of the Board and certain committee meetings. Materials deemed useful to directors for discussion at Board and committee meetings are sent to directors in time to permit review of such materials before the meeting.

Directors shall have unfettered access to management and, as necessary and appropriate, shall have access to the Corporation's independent advisers.

#### DIRECTOR RESPONSIBILITIES

Directors are expected to attend all meetings of the Board and the committees on which they serve, and to review in advance all materials sent to them for discussion at such meetings. Directors shall exercise their business judgment in good faith and shall act in what they reasonably believe to be in the best interests of the stockholders.

#### COMMUNICATION WITH THE BOARD

Interested persons may communicate directly with any director, the non-management directors as a group or the Board as a whole by sending such communication by fax, telephone or regular mail to the Company's Counsel: to the attention of David J. Babiarz, Dufford & Brown, P.C., 1700 Broadway, Suite 2100, Denver, CO 80290, telephone 303-861-8013, fax 303-832-3804. Counsel will forward the communication to the intended recipient. Such communications may also be forwarded to the Board by mail in a sealed envelope addressed to an individual director, the non-management directors or the Board c/o the Company's Counsel. Counsel will deliver the envelope unopened (1) if addressed to a director, to the director, (2) if addressed to the Board, to the Chairman of the Board who will report thereon to the Board, or (3) if addressed to the non-management directors, to the Chair of the Audit Committee who will report thereon to the non-management directors.

#### BOARD COMMITTEES

The current committee structure of the Board consists of an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. The Board believes that such committee structure is adequate for the current needs of the Board.

The Audit Committee shall be composed entirely of independent directors, as determined by the Board consistent with the requirements of AMEX. In addition, Audit Committee members must be independent as determined by the Board consistent with requirements of the Securities Exchange Act of 1934 and rules thereunder, and are required to be

financially literate, and at least one member is required to have accounting or related financial management experience, as such qualifications are interpreted by the Board in its business judgment.

The Compensation Committee and Nominating and Corporate Governance Committee shall also consist of independent directors, subject to any exceptions available under the listing standards and rules of AMEX.

Each committee has a written charter that addresses the committee's purpose and responsibilities. Each committee annually evaluates its performance, the qualifications of its members and the adequacy of its charter, and reports thereon to the Board. Committee chairs, in consultation with committee members, schedule meetings of their respective committees. Committee chairs, in consultation with management, develop agenda for the committee meetings. Each committee regularly reports to the Board with respect to its activities.

#### DIRECTOR COMPENSATION

It is the Company's policy to set the compensation of directors for their service on the Board and its committees in a manner that is designed to attract, retain and motivate highly qualified candidates for director, and to be comparable with those companies which the Company considers to be its peers in the industries in which it operates. The Company may compensate its directors in cash and/or stock, as the Board deems appropriate.

Director compensation, including compensation for committee service, is reviewed annually by the Compensation Committee, which makes such recommendations to the Board with respect thereto as it deems appropriate. Members of the Audit 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 of the Board on which they may serve.

#### DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The Company will provide its directors with such information and materials, and furnish such access to management, professional consultants and advisors, as the Board or management deems advisable to keep the directors up to date on developments in those areas that are relevant to the conduct of the business of the Company and to its compliance with applicable laws and regulations. The Board, with the assistance of the Nominating and Corporate Governance Committee, will establish any necessary or appropriate policies and procedures for new director orientation and training. The Company will reimburse directors for the reasonable cost of attending director education programs or seminars that the director and the Company believe will be beneficial to such director's service on the Board and its Committee.

#### EVALUATION OF THE EXECUTIVE OFFICERS

The Board shall conduct a review of the CEO's performance at least annually, which may rely on the review undertaken by the Compensation Committee and reported to the

Board. The CEO shall report to the Board at least annually on management development. In connection with such report and the CEO performance review, the Board will consider its policies and principles for executive officer selection and performance.

ANNUAL PERFORMANCE EVALUATION OF THE BOARD

The Board conducts an annual self-evaluation of its own performance. The Nominating and Corporate Governance Committee shall develop and oversee the self-evaluation process for the Board.