

**Nominating and Corporate Governance Committee Charter
for
U.S. Gold Corporation**

Authority

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of U.S. Gold Corporation (the “Company”) is established pursuant to the Company’s By-laws and Section 7-108-206 of the Colorado Business Corporation Act.

Purpose of Committee

The purpose of the Committee is to assist the Board by identifying individuals that are qualified to become members of the Board, recommending to the Board director nominees for the next annual meeting of shareholders and developing and recommending to the Board a set of corporate governance principles applicable to the Company.

Committee Membership

The Committee shall be comprised of at least two members of the Board each of whom 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”), subject to any exceptions contained in such listing standards and rules.

Committee members shall be appointed by the Board and shall serve 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. The Board shall designate the Chairperson of the Committee, provided that if the Board does not so designate a Chairperson, the members of the Committee, by majority vote, may designate a Chairperson. The Committee may form and delegate to subcommittees, unless prohibited by applicable law.

Any vacancy on the Committee shall be filled by majority vote of the Board at the next meeting of the Board following the occurrence of the vacancy. No member of the Committee shall be removed except by vote of the Board.

Meetings

The timing and frequency of the Committee meetings will be determined by the Committee; however, the Committee will meet at least once each year. The presence in person or by telephone of a majority of the Committee’s members shall constitute a quorum for any meeting of the Committee. All actions of the Committee will require the vote of a majority of its

members present at the meeting of the Committee at which a quorum is present and each member of the Committee shall have one vote. The Committee, at its discretion, may ask members of management, the Company's counsel, or others to attend its meetings (or portions thereof) and to provide pertinent information as necessary. The Committee may meet by telephone, or by videoconference, and may take action by written consent.

Committee Duties and Responsibilities

The Committee's duties and responsibilities are to:

1. develop and recommend to the Board criteria for the selection of individuals to be considered as candidates for election to the Board, including but not limited to, diversity, age, skills, experience, conflicts of interest, time availability, and such other criteria as the Committee shall determine to be relevant at the time, subject to the Company's Corporate Governance Guidelines, and the Committee shall have the power to apply such criteria in connection with the identification of individuals as Board nominees, as well as to apply the Independent Director standards and all applicable federal and state laws in connection with such identification process and may conduct background and qualifications checks of persons it wishes to recommend to the Board as candidates or to fill vacancies;
2. recommend to the Board director nominees to be presented for stockholder approval at the next annual meeting;
3. as required from time to time, recommend to the Board qualified individuals to fill any vacancy on the Board;
4. review periodically the size and composition of the Board and the Board's committee structure, and recommend to the Board any changes considered appropriate by the Committee;
5. develop and recommend to the Board a set of corporate governance principles applicable to the Company and review such guidelines at least annually and recommend to the Board any changes considered appropriate by the Committee;
6. develop and recommend to the Board any procedures necessary or appropriate for new director orientation and training;
7. develop and recommend to the Board an annual self evaluation process of the Board and its committees and monitor such annual self-evaluation process;
8. develop and recommend to the Board a process for the evaluation and oversight of management and monitor such process; and
9. make regular reports to the Board on its activities.

Performance Evaluation

The Committee shall annually compare its performance with the requirements of this charter and set forth its objectives for the next year. Such evaluation shall be reported to the Board in such manner as the Committee from time to time determines.

Charter Review

The Committee will review and reassess the adequacy of this charter at least once per year and recommend to the Board any changes in this charter considered appropriate by the Committee.

Authority to Retain Advisors

The Committee shall have the authority to retain a search firm to be used to identify director candidates and to retain other advisors to the extent the Committee deems necessary in carrying out its duties and responsibilities. The Committee shall have the sole authority to retain and terminate such search firm or other advisor, and to approve such firm's or advisor's fees and other retention terms. The Company shall provide the funding determined appropriate by the Committee for payment of compensation to any search firm or other advisor retained by the Committee.

Other Tasks and Responsibilities

The Committee shall perform such additional activities, and consider such other matters, within the scope of its responsibilities, as the Committee or the Board deems necessary or appropriate.