Update of the Resource Estimate, Magistral Gold Project, Sinaloa, Mexico

Prepared for

US Gold Corporation

June 18, 2009

90579

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Aaron M. McMahon, P.G.

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1.0 EXECUTIVE SUMMARY

1.1 *Location*

The Magistral Project is located in northwestern Mexico, within Sinaloa state, Mocorito Municipality. The project is located approximately 100 kilometers by air northwest of the Sinaloa state capital city of Culiacan in the western foothills of the Sierra Madre Occidental mountain range. The project area is located approximately 22 kilometers from the village of Mocorito, approximately 40 kilometers from the town of Guamuchil, and approximately 150 kilometers from the city of Los Mochis.

1.2 *Ownership*

US Gold Corporation ("US Gold") owns its interest in the Magistral Project through its 100 percent ownership of Nevada Pacific Gold Ltd., which owns 100 percent of Pangea Resources, Inc. Through Pangea Resources' 100 percent ownership of Compania Minera Pangea, S.A. de C.V. ("Minera Pangea"), US Gold owns the Magistral Project and surrounding concessions.

Minera Pangea holds ten mining concessions. The titles are granted under Mexican mining law and are issued by Secretaria de Economia, Coordinacion General de Minera, Direccion General de Minas (Direccion de Minas).

The Magistral Project consists of 9,704 hectares of land and is a former open pit mining operation, with heap leach processing facilities, that until July 2005 was operating at a production rate of 900,000 ore tonnes per year.

1.3 *Geology*

Mineralization in the Magistral area consists of structural zones in stockwork, breccia, and locally quartz vein mineralization occurring within sheared, broken, and propylitically altered volcanic rocks. The San Rafael structural trend consists of one main structural zone and several minor zones, with a general east-west strike and a moderate dip to the south. The Samaniego Hill structural trend consists of a complex set of major and minor structural zones, with a general northwest strike and a moderate dip to the southwest. The Sagrado Corazon-Central-Lupita structural trend consists of one main structural zone that is laterally continuous over a distance in excess of 1,800 meters.

1.4 *Resource Estimate*

Assuming a cut-off grade of 0.3 grams gold per tonne, the measured + indicated gold resources for the Magistral Project are 502,466 troy ounces of contained gold within 10.4 million tonnes of material with an average grade of 1.50 grams gold per tonne. In addition, the inferred resource includes 8,167 troy ounces of contained gold within 0.2 million tonnes of material with an average grade of 1.14 grams gold per tonne.

The resource is summarized in Table 1-1. The mineral resource estimate is compliant with the Canadian National Instrument 43-101 ("NI 43-101") requirements for resource reporting purposes.

1.5 *Status of Exploration*

US Gold is actively exploring the Magistral Project area with the objective of identifying new vein structures where little previous exploration has been conducted.

1.6 *Conclusions and Recommendations*

Two main areas of continued work are recommended for future development of the Magistral Project, as follows:

Drilling:

1. North tailings area that is excluded from this resource estimate should be drilled and modeled in order to be included in future resource estimates.

2. Additional drilling at Sagrado Corazon in order to test the potential extension of mineralization at depth.

Preliminary Economic Assessment Study that would include the following:

1. Determine the viability of mining the deeper high-grade La Prieta zone by underground methods.

2. Investigate alternative process methods for the higher-grade mineralization versus the heap leach method that was previously used when the mine was in production.

3. Study the viability of a "hub and spoke" strategy with other mineralized areas that are outside of the Magistral Project area, but are deemed reasonably close and currently owned by US Gold.

TABLE 1-1
US Gold Corporation
Technical Report, Magistral Property
2009 Resource Estimate

	Measured			Indicated			Measured and Indicated			Inferred		
Property	Tonnes (x1,000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1,000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1,000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1,000)	Au (g/t)	Cont. Au Oz.
San Rafael	806	1.02	26,431	381	0.89	10,901	1,187	0.98	37,332	21	0.75	506
Samaniego Hill	3,565	1.94	222,347	1,415	1.70	77,335	4,980	1.87	299,682	106	1.41	4,805
Sagrado Corazon	1,000	1.13	36,329	276	0.91	8,075	1,276	1.08	44,403	7	0.61	137
Lupita	1,463	1.32	62,085	1,363	1.17	51,269	2,826	1.25	113,354	89	0.95	2,718
Mill Tailings	128	1.87	7,695			-	128	1.87	7,695			-
Total	**6,962**	**1.59**	**354,887**	**3,435**	**1.34**	**147,580**	**10,397**	**1.50**	**502,466**	**223**	**1.14**	**8,167**

2.0 INTRODUCTION

2.1 *Introduction*

The consulting engineering firm of Pincock, Allen & Holt ("PAH"), a Division of Runge, was retained by US Gold to conduct an update of the Magistral resource estimate. Magistral is owned by US Gold's wholly owned Mexican subsidiary Minera Pangea.

2.2 *Purpose*

This report discloses an updated mineral resource estimate for the Property under the guidance of Canadian National Instrument 43-101.

2.3 *Qualified Person*

The author of this Technical Report is Aaron McMahon, P.G., Senior Geologist of Pincock, Allen & Holt. Mr. McMahon served as independent qualified person ("QP") as defined by NI 43-101.

Mr. McMahon is responsible for the resource estimate and has reviewed all sections of the report. Mr. McMahon has visited Magistral in April and December of 2008 in connection with the May 2009 and previous Technical Reports prepared by PAH. During the site visits, Mr. McMahon reviewed core, procedures for logging and sampling and discussed the geologic model with project geologic staff.

2.4 *Sources of Information*

The report is based on the author's familiarity with the project and on review of the published and unpublished geological, geophysical, geochemical, drilling data obtained from corporate, academic, and government sources and previous NI 43-101 complaint resource estimates.

In preparation of the Technical Report, the author has used information provided by US Gold. Various companies have worked on the project and the data and reports from these companies were reviewed. Citations are available in Section 21 of this Technical Report.

2.5 *Units and Abbreviations*

All measurements are supplied in either metric or imperial units. Currency is expressed in US dollars unless otherwise noted. The following abbreviations are used in this report:

Abbreviation	**Unit or Term**
Au	gold
CFE	Comision Federal de Electricidad
CNA	Comision Nacional del Agua
gpt	grams per tonne

ID	inverse distance
kg	kilograms
km	kilometers
MIA	Manifestacion de Impacto Ambiental
Minera Pangea	Compania Minera Pangea, S.A. de C.V.
ML	mojonera de localizacion/location point
NN	nearest neighbor
NI 43-101	Canadian National Instrument 43-101
oz	troy ounce
PAH	Pincock, Allen and Holt
QP	Qualified Person
SEDENA	Secretaria de la Defensa Nacional
SEMARNAP	Secretaria del Medio Ambiente, Recursos Naturales y Pesca
SICA	Soluciones de Ingenieria y Calidad Ambiental, S. A. de C. V.
US Gold	US Gold Corporation

3.0 RELIANCE ON OTHER EXPERTS

The various agreements under which US Gold holds title to the mineral claims for this project have not been investigated or confirmed by the author, although the author has seen no evidence that the mineral title claims are not valid. The description of the property, and ownership thereof, royalties, as set out in this report, were provided by US Gold for general information purposes only.

4.0 PROPERTY DESCRIPTION AND LOCATION

The Magistral Project consists of 9,704 hectares of land located in the Sinaloa state, of northwestern Mexico. It is a former gold open pit mining operation, with heap leach processing facilities. Known deposits include San Rafael, Samaniego Hill, Sagrado Corazon, and Lupita. Past production has come from San Rafael and Samaniego Hill. There are additional exploration targets within a total coverage of 123,160 hectares of adjacent and continuous mining concessions held by US Gold. The hectares that are included in the project area are permitted for open pit mining. Hectares not included in this area, but controlled by US Gold have not been permitted for mining.

4.1 *Location*

The Magistral Project is located in northwestern Mexico, within Sinaloa state, Mocorito Municipality. The project is located approximately 100 kilometers by air northwest of the Sinaloa state capital city of Culiacan in the western foothills of the Sierra Madre Occidental mountain range. The project area is located approximately 22 kilometers NW from the village of Mocorito, approximately 40 kilometers NE from the town of Guamuchil, and approximately 150 kilometers SE from the city of Los Mochis. Figure 4-1 shows the project location.

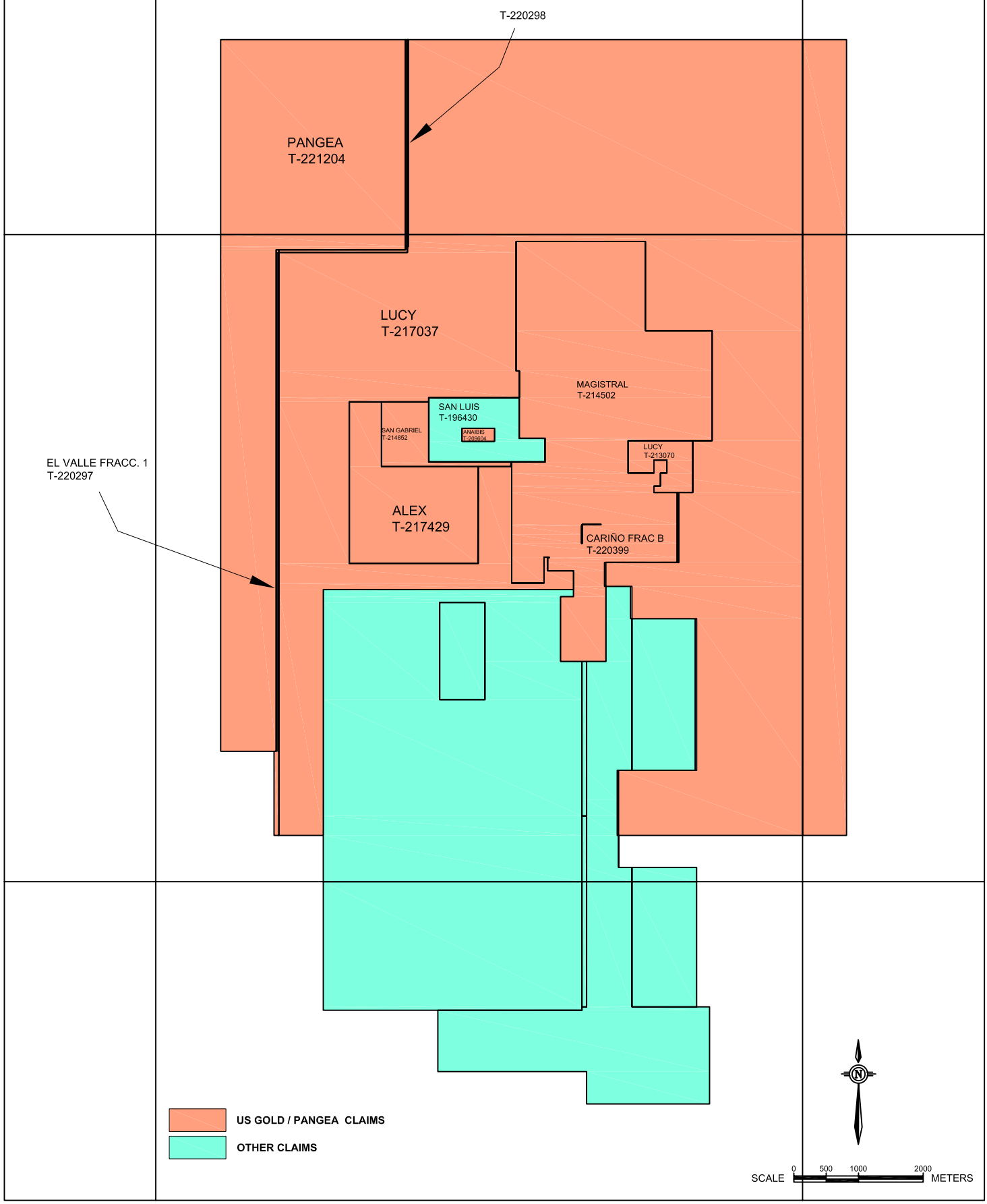
4.2 *Project Ownership*

US Gold owns its interest in the Magistral Project through its 100 percent ownership of Nevada Pacific Gold Ltd. and its 100 percent ownership of Pangea Resources Inc. Through Pangea Resources 100 percent ownership of Minera Pangea, US Gold owns the Magistral Project and surrounding concessions.

The Magistral Project consists of 9,704 hectares of land located in the Sinaloa state, of northwestern Mexico. It is a former open pit mining operation, with heap leach processing facilities, that until July 2005 was operating at a production rate of 900,000 ore tonnes per year. Past production has primarily come from the San Rafael and Samaniego Hill deposits.

All mining concessions in Mexico are required to be surveyed and located in the area with a location point (mojonera de localizacion or "ML"), which is related to a permanent topographic feature, in addition, to corner points indicated by concrete monuments. The ML must show the concession's registration data and coverage. The ML may represent one or various concessions within the area. Titles are granted under Mexican mining law and are issued by Secretaria de Economia, Coordinacion General de Mineria, Direccion General de Minas (Direccion de Minas). Figure 4-2 shows the location and Table 4-1 gives a description of the Magistral claims.

Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for *US GOLD*	FIGURE 4-1 GENERAL LOCATION MAP	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.4-1.dwg



Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950 Project No. 90579	Drawing Provided by/Prepared for *US GOLD* Project Name Technical Report, Magistral Property	FIGURE 4-2 CLAIM LOCATION MAP	Date of Issue June/2009 Drawing Name Fig.4-2.dwg

Minera Pangea also owns the right to process and exploit the tailings located at Magistral, under a purchase agreement with the local Ejido. Ejidos are communal landholders where individuals have title to specific plots of land, but the community as a whole makes most land use decisions. The payments to the Ejido for purchase of the tailings were completed in September 2005.

TABLE 4-1
US Gold Corporation
Technical Report, Magistral Property
Claim Position

Name	Title Number	Expiration Date	Ownership (%)	Area (Hectares)
Magistral	214502	10/28/2033	100	1,325
Cariño Fracción B	220399	7/23/2053	100	0.54
Pangea	221204	12/10/2053	100	1,595
Lucy	213070	3/1/2007	100	62
Lucy	217037	6/13/2008	100	6,226
El Valle Fracción 1	220297	7/2/2009	100	41
El Valle Fracción 2	220298	7/2/2009	100	13
San Gabriel	214852	12/3/2051	100	81
Anaibis	209604	8/3/1949	100	10
Alex	217429	7/8/2052	100	350
Total				9,704

All known mineralized resources for the project are located within the bounds of the claims listed in Table 4-1. These resources include in situ mineralization and tailings. The known historic mine workings for the project are also within the bounds of these claims.

Repadre International Corporation, owned by IAMGOLD Corporation, holds a sliding scale net smelter return royalty on gold recovered from the Magistral Project. The royalty will be calculated at a rate of 1 percent of net smelter returns on the initial 30,000 ounces of gold production, at a rate of 3.5 percent of net smelter returns on the next 350,000 ounces of gold production, and thereafter, at a rate of 1 percent of net smelter returns on gold recovered from the Magistral Project, in perpetuity. Since the project has produced approximately 70,000 ounces of gold, a 3.5 percent net smelter royalty is applicable. See Figures 4-3, 4-4 and 4-5 for a general sense of the landscape.

4.3 *Environmental*

As is typical of previous mining operations, current environmental liabilities associated with the project are primarily related to closure and reclamation. Final reclamation issues for the mine include neutralization and re-grading of the heap leach pads, removal of the processing plant and support facilities, and re-contouring of the waste rock dumps. It should be noted that the current geochemical characterization of the waste rock indicate that acid generation potential is relatively low.

Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for *US GOLD*	FIGURE 4-3 MAGISTRAL HEAP LEACH PROCESS FACILITIES	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.4-3.dwg

Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for *US GOLD*	FIGURE 4-4 SAN RAFAEL PIT LOOKING NORTHEAST to SOUTHWEST	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.4-4.dwg

Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for ***US GOLD***	FIGURE 4-5 SAMANIEGO HILL PIT LOOKING NORTH	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.4-5.dwg

4.4 *Permits*

PAH reviewed the status of the permitting and claim status based on information provided by US Gold.

The Magistral project has surface use agreements with four communities (Comunidad de Bacamopa, Ejido Lo de Gabriel, Ejido Nacimiento, and Comunidad Potrero de las Perdices) and six private land owners (I. Lopez C., M. Rojo, A. Acosta, I. Ochoa, P. Ochoa, and E. Lopez R.). All of the agreements were initiated in 2002 and are renewable. Initiation and expiration dates for these agreements are listed in Table 4-2.

TABLE 4-2
US Gold Corporation
Technical Report, Magistral Property
Surface Agreements

Owner/Community	From	To	Years
Macario Rojo	2-Oct-02	10-Feb-12	10
Patricio Ochoa	10-Feb-02	10-Feb-12	10
Aureliano Acosta	10-Feb-02	10-Feb-12	10
Isidro Ochoa	12-Feb-02	12-Feb-12	10
Elisa Lopez	10-Feb-02	10-Feb-11	9
Irma Lopez	8-Jan-02	8-Jan-10	8
Bacamopa	30-Jul-00	30-Jul-10	10
Lo de Gabriel	5-Aug-00	5-Aug-10	10
Potrero de las Perdices	13-Jan-02	13-Jan-12	10
Nacimiento	30-Jul-00	30-Jul-10	10

On December 6, 2001, Minera Pangea received Environmental Mining Permit Number SGPARN/247/01.-631. This permit was issued by the Sinaloa office of the Secretaria de Medio Ambiente y Recursos Naturales (SEMARNAP). The permit expires July 1, 2009. Minera Pangea has submitted a request to extend this permit. A review of the property has been completed in order to extend the permit. At the time of this report a final decision was pending.

The permit is based on a Manifestacion de Impacto Ambiental (MIA), (an MIA is the Mexican equivalent of an EIS). The MIA was prepared by the environmental consulting firm, Soluciones de Ingenieria y Calidad Ambiental, S. A. de C. V. (SICA). Receipt of the permit is de-facto approval of the MIA. The MIA was submitted to the SEMARNAP office in Culiacan, Sinaloa, on October 1, 2001. A Detailed Environmental Risk Analysis and a Technical Study in Support of an Application for Change of Land Use were also submitted.

The Environmental Mining Permit has 69 conditions that Magistral must follow. Condition examples include groundwater quality monitoring at four points, recycling of used oil, development of an Accident Prevention Plan, among others. US Gold reports that they have maintained the permit requirements while the site is in care and maintenance status.

Minera Pangea holds permits for explosive purchase and use. The federal government - Secretaria de la Defensa Nacional (SEDENA) – issues an annual permit (Permit #3445 - Sinaloa) for the purchase, storage, and use of explosives. A quarterly permit is also issued by the local Sinaloa military authority for the buying and transporting of explosives. In addition, the President of the local municipality must approve the use of explosives at the site.

Minera Pangea is not required to obtain a ground water use permit from Comisión Nacional del Agua (CNA) should the property resume production. Due to the fact the locations of wells used for production are within an aquifer area with excess capacity, US Gold is not required to purchase water rights. However, Minera Pangea does track the amount of water they use in order to pay a tariff on the water, and thus still needs to submit an estimate of their potential water use.

No specific air quality permit is required. All air quality issues are addressed in the MIA. A reclamation plan was included as part of the MIA and a bond is not required.

5.0 ACCESSIBILITY, CLIMATE, LOCAL RESOURCES, INFRASTRUCTURE AND PHYSIOGRAPHY

5.1 *Accessibility*

Access to Magistral from the city of Culiacan is via the paved, four-lane Pacific Highway (Highway 15) for a distance of 100 kilometers to the city of Guamuchil. From Guamuchil a local paved road extends 20 kilometers to the east toward Mocorito. The mine site is 12 kilometers east of Mocorito, via a dirt road. Within the mine area, several rough dirt roads provide access around the property.

5.2 *Local Resources and Infrastructure*

Guamuchil is the largest population center near Magistral, with approximately 60,000 inhabitants, is connected to the south by a four-lane freeway to the State Capital City of Culiacan (about 110 km) and to the Port City of Mazatlan approximately 210 km further south. Both of these cities have international airports with daily flights to numerous cities in the US, Canada, and major cities within Mexico. To the north, Guamuchil is connected to the city of Los Mochis with an international airport and main railroad station for the Pacific and Chihuahua–Pacific railroads. Mocorito, founded in 1548, has a population of about 5,000 and is the nearest town to the project. Guamuchil has banking, education and other modern facilities. Most of the people living in the villages of the area depend on small scale farming and raising livestock.

Access road: The project is about 12 kilometers from the town of Mocorito. The road from Mocorito to the mine is a good quality two-lane gravel road. Halfway between the mine site and Mocorito is the village of El Valle. The mine is obligated to maintain the road from El Valle to the project while the local government is obligated to maintain the road between Mocorito and El Valle. In practice, Minera Pangea provides some help in maintaining the latter section of the road.

Buildings: The truck shop is the most significant structure on site. This is a large steel-frame building with an overhead crane and four bays for servicing heavy mobile equipment. The laboratory and the process plant are the only other fixed structures. The laboratory is equipped to process all assays (core, chips, soil) and incorporates fire assaying and atomic adsorption equipment. The office is a single-wide trailer and the warehouse consists of several temporary sheds on the perimeter of a fenced yard.

Communications: The site is connected to the local phone network which also provides Internet access and the supervisory staff and most vehicles are equipped with two-way radios.

Services: Security is contracted, consisting primarily of a guarded entry gate. Medical service is available from a nurse who is present on the day shift and the project has an ambulance. Fire protection is provided by hand-held extinguishers and a water truck is equipped with a fire-water monitor. Employee transportation is provided by buses.

5.3 *Climate and Physiography*

The Magistral area is characterized by moderate to steep topography with elevations ranging from 300 to 600 meters. It is located in the "Pie de la Sierra" physiographic province, near the boundary with the "Llanura Costera y Deltas de Sonora y Sinaloa" province. During most of the year, the area experiences arid to semi-arid climatic conditions, with almost all of the approximately 825 millimeters of annual precipitation coming from storm events during July to September. During the strong storm events, flooding occurs along the river beds of the area. The projects area is enclosed by the Mocorito hydrologic basin. The moderately dense vegetation on the hill slopes consists of bushes and shrubs with widely-spaced deciduous trees. The average yearly temperature in the area is approximately 25 degrees Celsius.

5.4 *Water Supply*

Magistral's primary water supply is from wells located approximately 1.5 km from the process plant. There are two wells powered by a generator, which pump to a raw water pond near the process plant. There is a fee that has to be paid for this well water, amounting to about $0.40 per cubic meter, which is in addition to the cost of pumping the water and facility maintenance.

5.5 *Power Supply*

The project is connected to the national power supply grid (Comision Federal de Electricidad – CFE) but this is used only for the truck shop, warehouse, laboratory, and office since the line has insufficient capacity to provide the power required for the industrial operations. The crushing plant has its own 750 kilowatt dedicated diesel generator, and there are six other 175 kilowatt diesel generators on the site, four of which are located in the process plant, one is at the site of one of the two water wells, and one is a portable unit for emergency use. The portable unit is currently used to supply power to pump water that has accumulated in the San Rafael pit.

5.6 *Fuel Supply*

Storage for 100,000 liters of diesel fuel is provided on site. Propane is stored in several large cylinders at the process plant.

6.0 HISTORY

The nearby city of Mocorito originated from mining activity in the area, beginning with the Palmarito Mineral district in the mid 1500s; this area is now surrounded by US Gold exploration concessions. Gold mining in the Magistral area began in the late 1800s with production from the Magistral mine, which continued sporadically until the 1950s. This mining effort was focused on narrow, high-grade quartz veins, locally present in the structural zones. Underground mine plans and production records are limited. The consulting firm Computer Aided Geoscience, Pty. Ltd. (CAG) previously estimated that the historic mill tailings contained 274,000 tonnes of material processed from Magistral.

Later, exploration was conducted by Materias Minerales de Lampazos S.A. de C.V. (a subsidiary of Vitro Industrias Básicas) and by Minera Tormex (a subsidiary of the Lacana/Corona group). Exploration by both companies consisted of geologic mapping and geochemical sampling. Additionally, Vitro drilled 36 holes (not included in the current database).

More recently, Minera Pangea began exploring the project in early 1995, initially for Mogul Mining NL and subsequently for Santa Cruz Gold Inc. From mid-1995 through early 1997 drilling was conducted by Minera Pangea/Santa Cruz Gold on the San Rafael, Samaniego Hill, Lupita, Central and Sagrado Corazón deposit areas. Santa Cruz subsequently took control of all exploration activities on the project and in 1998 conducted a limited amount of additional drilling. This drilling consisted of four core holes for metallurgical testing and thirty reverse circulation holes for verification, in-fill and condemnation purposes.

In 1999, after a merger with Santa Cruz Gold, Queenstake conducted a further limited drilling program to step-out/in-fill drill in the Samaniego Hill deposit (13 reverse circulation and two core holes) and to obtain pit-slope geotechnical samples from both the San Rafael (two core holes) and Samaniego Hill (four core holes) deposits. In 2002, additional drilling (45 reverse circulation holes) was conducted in La Prieta zone of the Samaniego Hill deposit.

Queenstake began production at Magistral in July 2002. They continued to operate the mine until near the end of January 2004. In February 2004, Nevada Pacific Gold purchased the mine and continued to operate it until July 2005 when the operations were placed on care and maintenance. Table 6-1 summarizes the historic gold production by Queenstake and Nevada Pacific at Magistral to December 2005.

6.1 *Resource Estimate History*

The current resource estimate for the Property is the culmination of over nine years of modeling effort by PAH spanning three different property owners (Queenstake, Nevada Pacific Gold, and US Gold). The following discussion of historical resource estimates provides a brief history of the modeling evolution.

TABLE 6-1
US Gold Corporation
Technical Report, Magistral Property
Summary of Historic Gold Production by Queenstake and Nevada Pacific

Mine Area	Concept	To Dec. 31, 2005
Samaniego	Ore Tonnes	836,415
	Gold grade g Au/t	1.326
	Gold ounces	35,669
	Waste tonnes	4,191,716
	Strip ration waste/ore	5.00
San Rafael	Ore Tonnes	1,290,558
	Gold grade g Au/t	1.708
	Gold ounces	70,883
	Waste tonnes	7,149,302
	Strip ration waste/ore	5.50
Tailings	Ore Tonnes	47,129
	Gold grade g Au/t	2.884
	Gold ounces	4,370
	Waste tonnes	
	Strip ration waste/ore	
Total	Ore Tonnes	2,174,102
	Gold grade g Au/t	1.587
	Gold ounces	110,992
	Waste tonnes	11,341,018
	Strip ration waste/ore	5.2

The first iteration of the Magistral resource model constructed by PAH was for the 2000 Feasibility report prepared for Queenstake. As a joint effort between PAH and Queenstake, mineralization was delineated with structural zone boundaries interpreted along north-south and southwest-northwest cross sections. These boundaries were drawn at a nominal grade of 0.2 grams gold per tonne. The structural zone interpreted shapes were then digitized and projected to 5 meter bench plans. Three block models (Samaniego/San Rafael, Lupita/Central and Sagrado Corazon) were constructed around these structural zones with 5 by 5 by 5 meter block sizes. Gold grades were interpreted for blocks within the structural zones using an inverse distance cubed method. These resource estimates for the 2000 Feasibility Study is listed in Table 6-2. In 2003, this resource estimate was incorporated into a NI 43-101 Technical Report and filed on SEDAR by Queenstake. Additional drilling data and production have rendered this estimate obsolete.

In late 2001 and early 2002, Queenstake conducted additional drilling in the Samaniego Hill deposit. This drilling extended the limits of known mineralization within the La Prieta structural zone. Consequently, the 2000 resource model was updated to reflect this data. The modeling approach and parameters used for this update were similar to those used originally for the 2000 Feasibility Study. Table 6-3 reproduces the 2003 resource estimate. This estimate did not report inferred resource and no explanation is given

for this omission. In 2003, this resource estimate was incorporated into a NI 43-101 Technical Report and filed on SEDAR by Queenstake. Additional drilling data and production have rendered this estimate obsolete.

Following its acquisition of Magistral from Queenstake, Nevada Pacific Gold issued an amended NI 43-101 Technical Report. These amendments did not pertain to the resource estimate. As such, the included resource estimate in this Technical Report did not deviate from Table 6-3.

While owner of the Magistral, Nevada Pacific Gold generated additional drilling data and production data sufficient to warrant an updated resource estimate in 2006. The Lupita structural zone interpretation was modified as a result of the additional drilling. The production data was reconciled against the 2003 resource estimate and significant discrepancies were noted. PAH found that altering the grade interpolation method from inverse distance cubed to inverse distance 6^{th} yielded a better representation of the production data. As a result, this interpolation method was applied to all models and a new resource estimate was submitted. Table 6-4 reproduces the 2006 resource estimate. Nevada Pacific filed a NI 43-101 Technical Report on SEDAR stating this resource estimate in 2006.

In 2009, as part of the work for this report, the 2006 estimate was revisited and a problem was discovered. PAH observed that portions of resource within the La Prieta structural zone were tabulated improperly in 2006. Consequently, the resource estimate in table 2006 overestimated measured and indicated gold ounces by approximately 18 percent. This issue and additional drilling data have rendered this estimate obsolete.

TABLE 6-2
US Gold Corporation
Technical Report, Magistral Property
2000 Resource Estimate for Queenstake

	Measured			Indicated			Measured and Indicated			Inferred		
Property	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.
San Rafael	2,072	1.77	117,900	447	1.24	17,900	2,519	1.68	135,800	10	1.02	300
Samaniego Hill	3,495	1.63	183,000	1,031	1.85	61,200	4,526	1.68	244,200	32	1.28	13,000
Sagrado Corazon	978	1.08	33,900	238	0.82	6,300	1,216	1.03	40,200	6	0.80	200
Lupita	1,257	1.11	44,900	842	1.00	27,000	2,099	1.07	71,900	58	1.63	3,000
Mill Tailings	167	2.17	11,700	65	0.68	1,400	232	1.76	13,100	-	-	-
Total	**7,969**	**1.53**	**391,400**	**2,623**	**1.35**	**113,800**	**10,592**	**1.48**	**505,200**	**106**	**4.84**	**16,500**

TABLE 6-3
US Gold Corporation
Technical Report, Magistral Property
2003 Resource Estimate for Queenstake

	Measured			Indicated			Measured and Indicated			Inferred		
Property	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.
San Rafael	2,133	1.75	120,100	449	1.23	17,800	2,582	1.66	137,900			
Samaniego Hill	4,596	1.93	284,900	1,163	1.87	69,900	5,759	1.92	354,800			
Sagrado Corazon	978	1.08	33,900	238	0.82	6,300	1,216	1.03	40,200			
Lupita	1,257	1.11	44,900	842	1.00	27,000	2,099	1.07	71,900			
Mill Tailings	166	2.10	11,200	-	-	-	166	2.10	11,200			
Total	**9,130**	**1.69**	**495,000**	**2,692**	**1.40**	**121,000**	**11,822**	**1.62**	**616,000**			

TABLE 6-4
US Gold Corporation
Technical Report, Magistral Property
2006 Resource Estimate for Nevada Pacific Gold

	Measured			Indicated			Measured and Indicated			Inferred		
Property	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.
San Rafael/ Samaniego Hill	4,699	2.09	315,665	1,378	1.79	79,290	6,077	2.02	394,955			
Sagrado Corazon	862	1.28	35,528	170	0.94	5,144	1,032	1.22	40,672			
Lupita	1,245	1.55	61,937	832	1.36	36,305	2,077	1.47	98,242			
Mill Tailings	118	1.89	7,147	-	-	-	118	1.89	7,147			
Total	**6,924**	**1.89**	**420,277**	**2,380**	**1.58**	**120,739**	**9,304**	**1.81**	**541,016**			

7.0 GEOLOGICAL SETTING

7.1 *Regional Geology*

US Gold's Magistral Project area occurs in the Pie de la Sierra physiographic province of the Sierra Madre Occidental Range. It is part of a late Jurassic to middle Cretaceous volcanic-arc with volcanic and associated sedimentary rocks that extends for hundreds of kilometers through northwestern Mexico. Tertiary volcanic and volcano-sedimentary rocks rest upon a basement of Paleozoic and Mesozoic metamorphic rocks, with local Cretaceous age intrusive rocks. The overlying volcanic sequence has been grouped into lower and upper units based on the different styles of volcanism present (e.g., Clark et al., 1982). The Lower Volcanic Sequence is of late Cretaceous to early Tertiary age and consists of up to 1,500 meters of tuffs, flows, and volcanic breccias of andesitic to dacitic composition. The Upper Volcanic Sequence is of middle Tertiary (Oligocene-Miocene) age and consists of more than 1,000 meters of ash-flow and ash-fall tuffs of rhyolite to dacite composition that lies unconformably upon the Lower Volcanic Sequence.

A period of tectonism, including intrusion and uplift, occurred between the deposition of the Lower Volcanic Sequence and Upper Volcanic sequence, as indicated by the gently dipping unconformity between the two. Uplift and faulting of the Sierra Madre Occidental province was accompanied by the intrusion of dikes of felsic to mafic composition, along with the local emplacement of intrusive stocks and batholiths. Mining districts of the Sierra Madre Occidental are typically located on sheared and faulted structural zones formed in the Lower Volcanic Sequence or to a lesser extent formed in the underlying granitic intrusives. The majority of these deposits consist of low sulphidation, epithermal gold and silver mineralization, locally with base metals.

Uplift of the Sierra Madre Occidental province continued following the Tertiary volcanism. Erosion of the uplifted area has resulted in deep canyons and rugged topography. The Upper Volcanic Sequence is present in the higher part of the mountains, but has largely been removed by extensive erosion in the Sierra Madre Occidental foothills, including the Magistral Project area. The area is currently characterized by low seismicity.

7.2 *Local Geology*

The local geology in the Magistral mine area is dominated by Cretaceous andesite volcanic rocks that have been divided into four lithologic units based on textural variation. This andesite package is intruded by a Tertiary granodiorite body (Coastal Batholith) that occurs along the Sinaloa and Sonora coast. Also intruding the andesite package is a rhyolite porphyry unit. Although both intrusive rocks crop out in proximity to mineralized areas along the coast (Magistral, Cosala, San Dimas, etc.), their relationship to the mineralization is not yet well understood.

Gold mineralization occurs associated with quartz veins that parallel regional northwest and northeast trends. These known gold occurrences are present in the volcanic rocks that flank the main intrusive within the Magistral area. Figure 7-1 is a map of the local geology.

7.3 *Deposit Geology*

Magistral consists of four main gold deposits: 1) San Rafael, 2) Samaniego Hill, 3) Sagrado Corazon and 4) Lupita. Figure 7-2 is a map of the deposit geology.

San Rafael: Gold mineralization occurs on an east-west main structure dipping 45 degrees to the south, with several other minor zones developed. The main zone tends to occur at or near a contact between underlying andesite flows and tuffs (footwall volcanics) and overlying andesitic agglomerate (hanging-wall volcanics) that have a general dip at a moderate angle to the southwest. The San Rafael deposit is about 400 meters along strike and gradually weakens to the east beyond the intersection with the southeast-striking La Vaca zone and is not traceable further east beyond the intersection with the southeast-striking Los Tajos zone. The San Rafael zone extends approximately 250 meters down dip where, below an elevation of 325 meters, it was no longer significantly mineralized. The deposit ranges from a few meters to several tens of meters in thickness.

Samaniego Hill: Consists of a complex north- to northwest-trending structural system dipping about 50 degrees to the southwest that extends for about 600 meters along strike. Four main mineralized zones, Upper Samaniego Hill, La Prieta, Lower Samaniego Hill, and High Angle occur within the Samaniego deposit. The deposit appears to be connected structurally to the south to the Nidada and San Rafael deposits. The mineralized zones tend to occur at or above the contact between underlying andesite flows and tuffs (footwall volcanics) and overlying andesitic agglomerate (hanging-wall volcanics). Individual zones intersect with other zones or eventually pinch out laterally. Individual structural zones range from a few meters to a few tens of meters in thickness. To the northwest the Samaniego structural trend is truncated by an east-west fault, with the possible structural offset of the Samaniego Hill trend occurring to the east. To the southeast the Samaniego Hill trend intersects the San Rafael zone, with good deposit development in the Samaniego Hill trend near this structural intersection. Samaniego Hill mineralization is continuous for up to nearly 400 meters down dip.

Sagrado Corazon-Central-Lupita: Is a structural trend that consists of one main structural zone that is laterally continuous over a distance in excess of 1,800 meters, from Sagrado Corazon in the southwest through Central to Lupita in the northeast. This southwest-northeast striking zone has a steep dip of approximately 85 degrees to the southeast. The structural trend occurs at or near the irregular contact between granite to the northwest and volcanic tuffs and flows to the southeast. Locally along the trend, the mineralized zone splits into one or two subparallel zones.

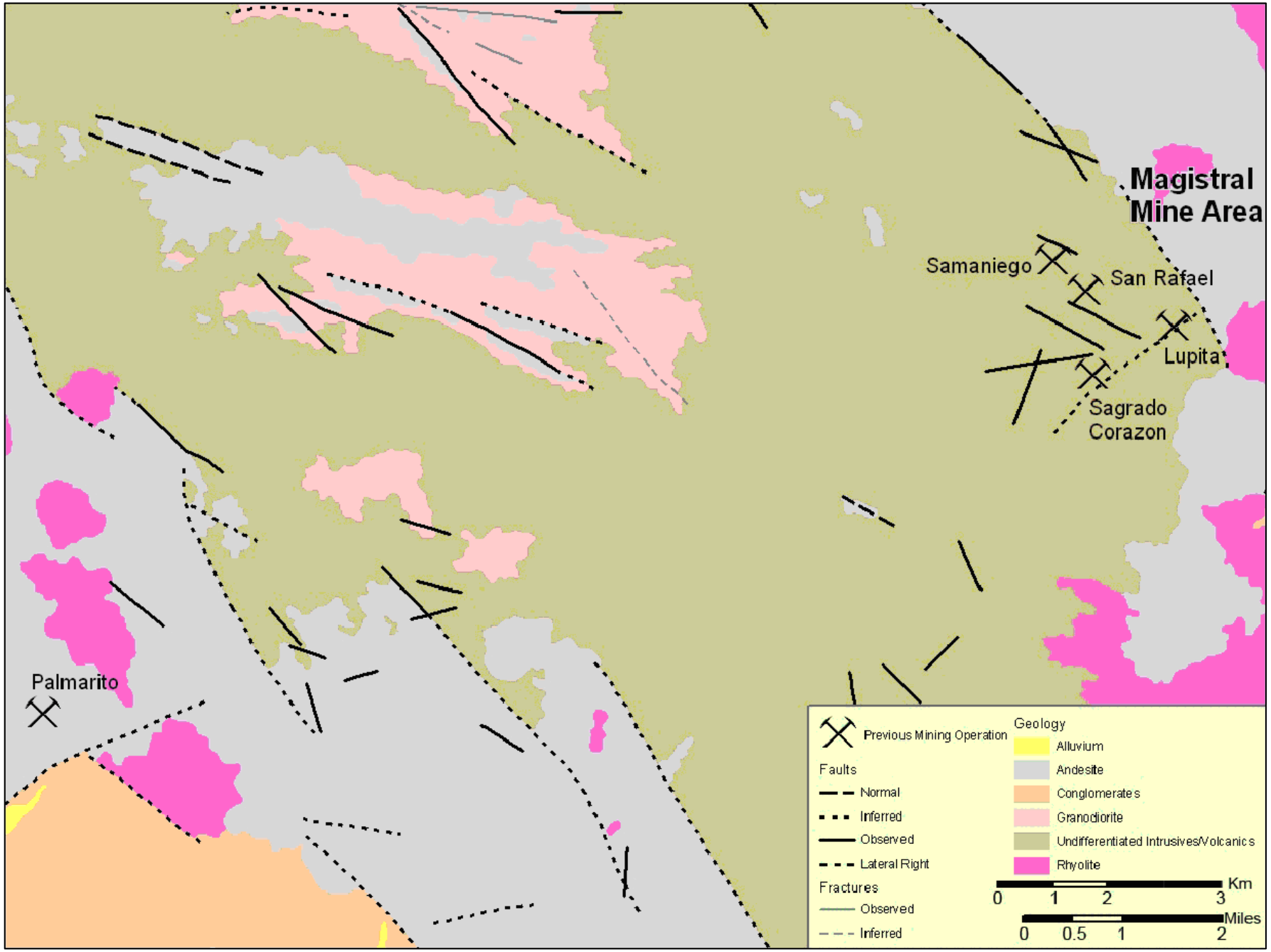


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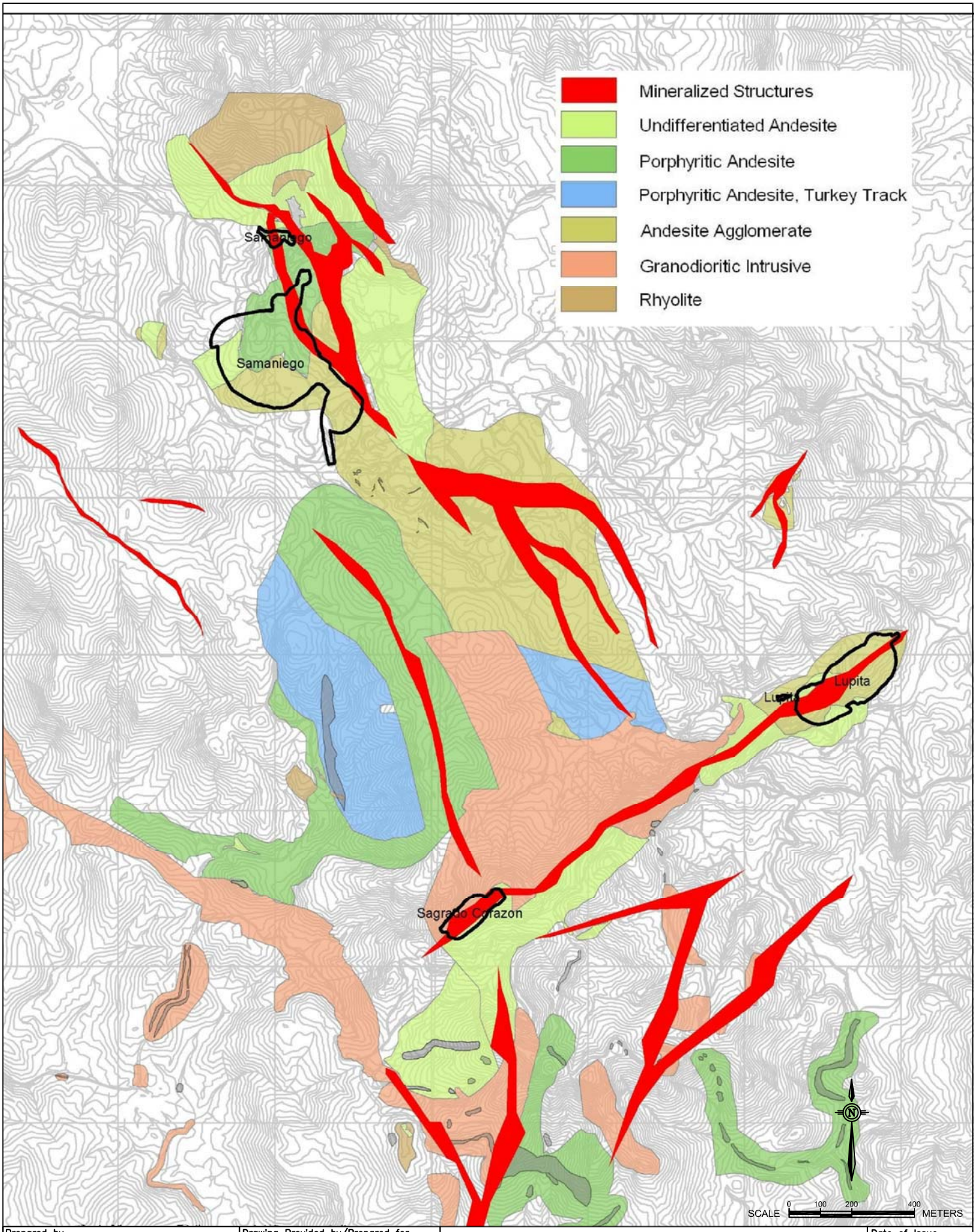
FIGURE 7-1
REGIONAL GEOLOGIC MAP

Date of Issue
June/2009

Drawing Name
Fig.7-1.dwg



Prepared by **pincock, allen & holt** 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950 Project No. 90579	Drawing Provided by/Prepared for ***US GOLD*** Project Name Technical Report, Magistral Property	FIGURE 7-2 DISTRICT GEOLOGIC MAP	Date of Issue June/2009 Drawing Name Fig.7-2.dwg

The silicification associated with the mineralization is more resistant to erosion and, because of this the mineralized zone forms a prominent ridge. The mineralization gradually weakens to the southwest and northeast along the trend until it is no longer traceable. In the Sagrado Corazon part of the trend, the steeply dipping mineralized zone generally is a few tens of meters thick and extends downdip in excess of 125 meters, where it is weakening but locally not completely drilled off. In the Central part of the trend, mineralization is weak and generally is 1 meter to 10 meters thick. It extends downdip in excess of 100 meters, where it is weak but not completely drilled off. In the Lupita part of the trend, the steeply dipping mineralization is more complex, consisting of one to three subparallel zones, with a combined thickness generally of a few tens of meters. Mineralization extends downdip in excess of 100 meters, where it appears closed off.

7.4 *Structural Geology*

The structural geology at Magistral is dominated by generally northwest-striking, moderately southwest-dipping faults. A steeply dipping, northeast-striking fault set is also present. Fault kinematic data suggest a dominance of oblique-slip reverse faulting (Nelson, 2008). Dip-slip normal faults are also present. There is an abundance of strike-slip faults, although some of this movement may be post-mineral, related to Late Tertiary regional transform tectonics. Local low dip angles suggest thrust faulting and this is consistent with the abundance of reverse faults. The deep low-angle La Prieta zone may have formed in a dilational zone along a thrust fault.

8.0 DEPOSIT TYPES

The Magistral mineral deposits consist of low sulphidation, epithermal gold and silver mineralization. The mineralization occurs along two distinct structural trends. A northwest trend hosts the San Rafael and Samaniego Hill deposits and it is the most important in terms of contained ounces of gold. The second structural trend is northeast and includes the Sagrado Corazon and Lupita ore deposits. Along these structural trends the mineralization is located within numerous sub-structures that may be parallel, oblique or even perpendicular to the principal trends. These structural trends consist of one or more individual structural zones of sheared and broken volcanic rock resulting from faulting of generally limited displacement.

Within these structures the mineralization occurs as pods that pinch and swell both along strike and downdip. These pods may reach a strike length of up to 100 meters and widths of up to 30 meters. Contacts between ore and barren rocks are typically sharp and well defined, and they often correspond with faults that show minor post-mineral movement. These structures have been shown to flatten at depth in some instances, as is the case with the La Prieta vein at the southern extension of the Samaniego deposit.

9.0 MINERALIZATION

The Magistral mineral deposits have been classified (Panterra Geoservices Inc., November 20, 2005) as epithermal deposits of intermediate-sulphidation class with the presence of sulfide-rich veins and silver-base metals. The presence of biotite and K-feldspar, the lack of clay minerals, and the overprint of biotite by chlorite indicate that these veins were formed deep in the epithermal system. The main alteration assemblage consists of quartz-chlorite/biotite-hematite, and minor sulfides.

Mineralization among the various deposits of the Magistral area is generally very similar, with the individual structural zones consisting of stockwork, breccia, and locally quartz vein mineralization occurring within propylitically altered volcanic rocks. Quartz with minor calcite open-space filling of stockworks and breccias is ubiquitous. Silicification of the host rock volcanics is variable and limited to the structural zones. The volcanic rocks within the mineralized zones show strong chlorite alteration, accompanied by variable fine-grained specular hematite of primary origin. The individual mineralized zones range from a few meters to several tens of meters in thickness and tend to be thicker and higher grade in areas of significant structural intersections and/or changes in structural orientation.

Petrographic work and field evidence indicates that gold typically occurs as micron-sized particles of native gold and electrum in quartz. Pyrite averages less than one percent of the vein volume. Chalcopyrite is present in trace amounts, but locally has been found in excess of one percent. Available evidence suggests that the gold is typically not complexed with or in sulfide minerals. Silver/old ratios are highly variable and range from 1:130 in mineral petrographic analysis, while in blast hole sampling it reaches a ratio of 4:1. It appears that silver minerals are associated with the sulfide-rich veins. The Upper Samaniego Hill zone has a distinctly different mineralized character, at least locally, consisting of a quartz-cemented breccia with up to several percent chalcopyrite, sphalerite, and galena.

In the structural zones, surface oxidation has variably transformed the original sulfides into oxides at variable depths, ranging from a few meters to many tens of meters below surface. Minor copper mineralization was variably leached from shallow depths and was locally re-precipitated at depth.

9.1 *San Rafael Deposit*

Mineralization at the San Rafael deposit consists of banded and brecciated vein material, with well formed colliform bands of prismatic quartz, alternating with dark green chlorite and earthy red hematite bands. The San Rafael deposit is approximately 400 meters along strike length and gradually weakens to the east beyond the intersection with the southeast striking La Vaca zone and is not traceable further to the east beyond the intersection with the southeast striking Los Tajos zone. The San Rafael zone extends approximately 250 meters down dip where below an elevation of 325 meters it is no longer significantly mineralized. The deposit ranges from a few meters to several tens of meters in thickness. The San Rafael deposit is best developed at and to the west of the structural intersection with the La Vaca zone. The La Zacatera zone is a generally flat lying zone, though undulatory, that occurs at a shallow depth in the hanging wall volcanics.

9.2 *Samaniego Hill Deposit*

Mineralization at the Samaniego deposit occurs within an intensely altered and veined fragmental volcanic rock; the rock's groundmass is pervasively hematite-chlorite/biotite-altered, with a sequence of veining including finely banded quartz-chlorite-hematite veins which may be cut by younger hematite-rich veins. In the upper portions of Samaniego, semi-massive sulfides are present including clots of brassy pyrite surrounded by sub-metallic grey sphalerite and galena. The Samaniego Hill trend extends for approximately 600 meters and consists of four major zones, including the Upper Samaniego Hill, La Prieta, Lower Samaniego Hill, and High Angle. Individual zones intersect with other zones or eventually pinch out laterally. Individual structural zones range from a few meters to a few tens of meters in thickness. To the northwest the Samaniego structural trend is truncated by an east-west fault, with the possible structural offset of the Samaniego Hill trend occurring to the east. To the southeast the Samaniego Hill trend intersects the San Rafael zone, with good deposit development in the Samaniego Hill trend near this structural intersection. Samaniego Hill mineralization is continuous for up to approximately 400 meters down dip. Most of the known Samaniego Hill mineralized zones have pinched out with depth above an elevation of approximately 250 meters.

9.3 *Sagrado Corazon-Lupita Deposits*

The Sagrado Corazon-Central-Lupita structural trend consists of one main structural zone that is laterally continuous over a distance in excess of 1,800 meters, from Sagrado Corazon in the southwest through Central to Lupita in the northeast. This southwest-northeast striking zone has a generally steep dip of approximately 85 degrees to the southeast. The silicification associated with the mineralization along this trend is resistant to erosion and, as such, the mineralized zone forms a prominent ridge there. The mineralization gradually weakens to the southwest and northeast along the trend until it is no longer traceable. The structural trend occurs at or near the irregular contact between granite to the northwest and volcanic tuffs and flows to the southeast. In the Sagrado Corazon part of the trend, the steeply dipping mineralized zone generally is a few tens of meters thick and extends downdip in excess of 125 meters, where it weakens but locally is not completely drilled off. In the Central part of the trend, the mineralization is weak and generally 1 meter to 10 meters thick and extends downdip in excess of 100 meters, where it is weak but not completely drilled off. In the Lupita part of the trend, the steeply dipping mineralization is more complex, consisting of one to three subparallel zones, with a combined thickness generally of a few tens of meters and extends downdip in excess of 100 meters, where the mineralization appears closed off.

10.0 EXPLORATION

Work on Magistral throughout the various phases of exploration has consisted of geologic mapping, rock-chip sampling, and reverse circulation and core drilling. Exploration drilling was conducted by five companies: 1) Mogul Mining, 2) Santa Cruz Gold, 3) Queenstake Resources, 4) Nevada Pacific Gold and 5) US Gold.

10.1 *Geologic Mapping*

Geologic mapping in the Magistral area was undertaken by previous companies. Several lithologic units were delineated within the andesitic volcanic package, primarily based on textural variation. These include an agglomeratic unit, porphyritic and aphanitic units, and a distinctive porphyritic unit with lath-shaped feldspars field-termed "Turkey Track." Rhyolite dikes and a granitic intrusive have also been delineated. In addition to lithologic units, quartz-bearing structural zones were also mapped. These include the mineralized zones of the known resource as well as numerous other zones peripheral to the main deposits.

10.2 *Geochemistry*

A total of 3,706 rock samples have been collected over the property by US Gold and previous owners. Most samples were analyzed only for gold and silver. Gold values range from less than detection to 72.4 ppm. The highes silver value is 422 ppm. Anomalies outside the area of existing mineral resource envelopes are present.

11.0 DRILLING

US Gold conducted an exploration drilling program in 2008 and 2009. This was carried out primarily around the Samaniego Hill/La Prieta and Lupita areas. All of the previous exploration drilling was conducted by previous operators. Table 11-1 summarizes the Magistral drill hole database as of May 2009. Figures 11-1 and 11-2 illustrate the location of these holes on the property.

TABLE 11-1
US Gold Corporation
Technical Report, Magistral Property
Exploration Drill Hole Summary – Through May 2009

Deposit	No. of Core Holes	No. of RC Holes	No. of Blast Holes	Total No. of Holes	Total Meters
San Rafael	5	319	0	324	37,589
Samaniego Hill	55	332	0	387	52,957
Sagrado Corazon	1	72	0	73	6,509
Central-Lupita	2	96	0	98	8,563
Historic Tailings	0	0	69	69	516
Total	63	819	69	951	106,134

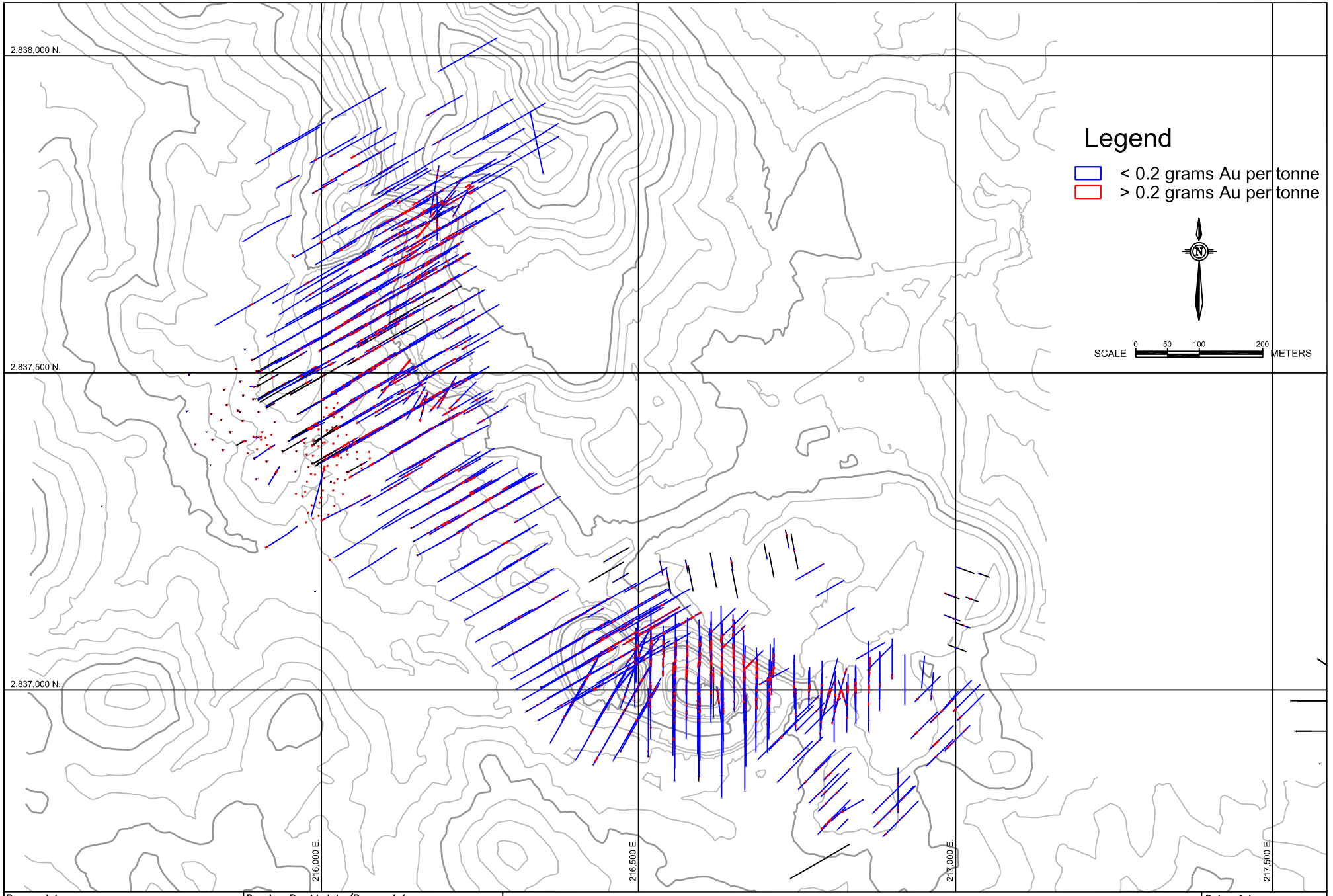
11.1 *Queenstake, Santa Cruz, and Mogul Mining 1994-2002*

Of all the drill holes included in the database for the resource estimate that is the subject of this report, the vast majority is derived from Queenstake and its predecessors. Core and RC drilling was conducted in the Samaniego, San Rafael, Lupita-Central and Sagrado Corazon areas. RC drilling was conducted within historical tailings piles.

Reverse-circulation drilling consisted of drilling 140 millimeter diameter holes, with samples collected at 1.5 -meter intervals. Exploration drilling was conducted using air to circulate cuttings out of the hole, until damp or wet conditions required water circulation. Limited groundwater measurements (17 in 1999) show that the groundwater table tends to parallel topography at a depth of 50 to 60 meters on the hillsides and can be very close to the surface in the valleys.

Core drilling consisted of holes that were drilled at NQ (48 millimeters), with samples collected at 1.5 -meter intervals. The lithology, alteration, and mineralization were recorded on site for each sample.

Fifty-two core and 622 RC holes were drilled in the Samaniego and San Rafael areas totaling 82,900 meters. These holes were drilled both vertically and inclined to intercept the mineralized structures approximately perpendicular to their local dip. As a result, the mineralized intercepts of these holes closely approximate true thicknesses of the mineralization.



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Technical Report, Magistral Property

FIGURE 11-1
DRILL HOLE LOCATIONS
SAMANIEGO HILL - SAN RAFAEL

Date of Issue
June/2009

Drawing Name
Fig.11-1.dwg

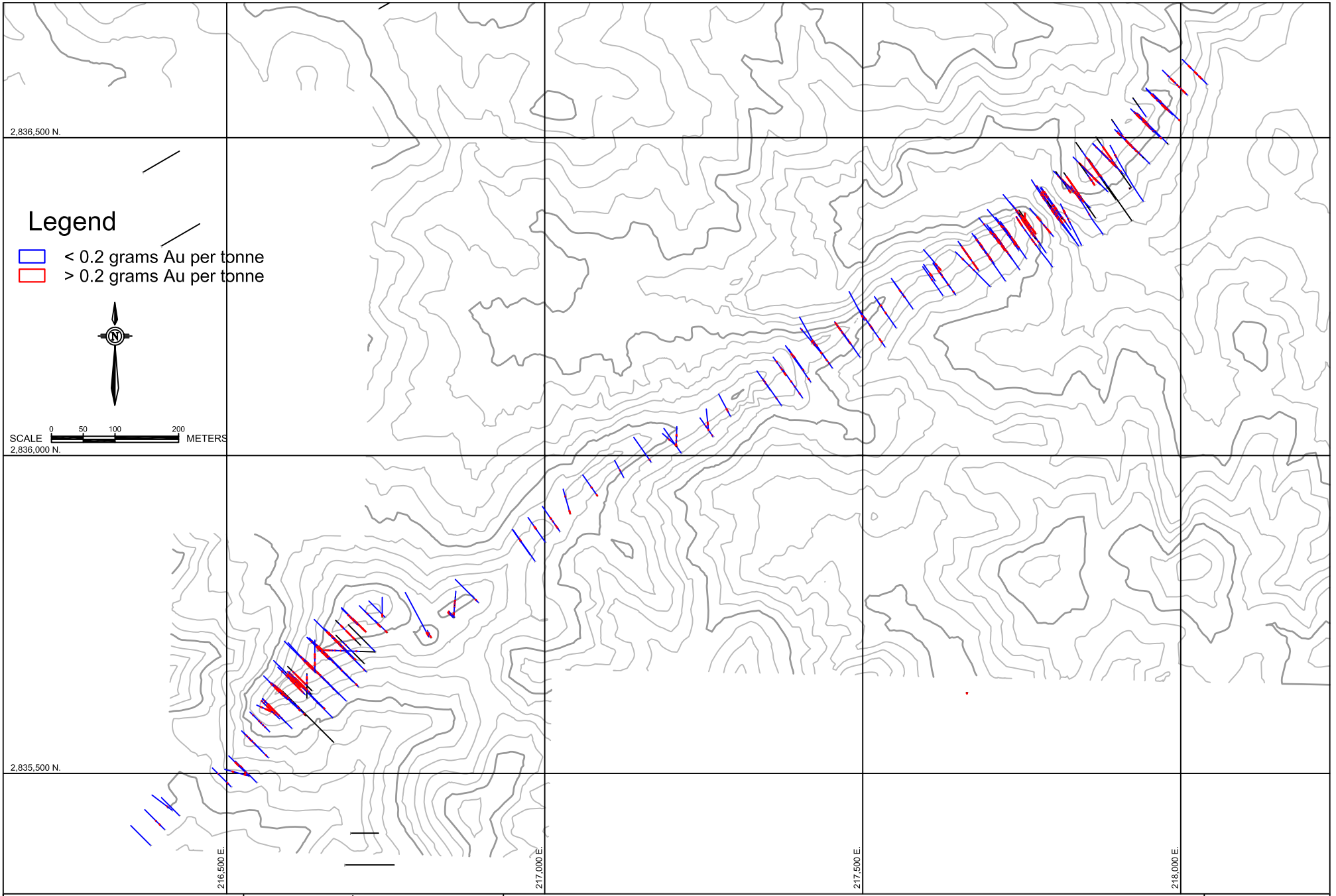

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FIGURE 11-2
DRILL HOLE LOCATIONS
LUPITA, CENTRAL and SAGRADO CORAZON

Date of Issue
June/2009

Drawing Name
Fig.11-2.dwg

One core and 138 RC holes were drilled along the Lupita-Central-Sagrado Corazon trend totaling 10,800 meters. These holes were inclined to intercept the nearly vertical structures. Consequently, the mineralized intercepts of these holes do not approximate the true thicknesses of the mineralization.

Sixty-nine RC holes were drilled in two historical tailings piles near Samaniego totaling 516 meters. All holes were drilled vertically.

Collars for these core and RC holes were cemented, monumented and surveyed. The azimuth and dip of the collars were recorded. These holes were not surveyed down-hole.

This drilling largely identified the known mineralization at Magistral. Subsequent drilling campaigns offer slight adjustments to this interpretation.

11.2 *Nevada Pacific Gold 2004-2005*

Nevada Pacific Gold drilled a small number of RC and core holes within the Samaniego Hill, San Rafael and Lupita-Central-Sagrado Corazon areas.

Two core and five RC holes were drilled in the Samaniego and San Rafael areas totaling 1,158 meters. These holes were drilled both vertically and inclined to intercept the mineralized structures approximately perpendicular to their local dip. As a result, the mineralized intercepts of these holes closely approximate true thicknesses of the mineralization.

Twenty-five RC holes were drilled along the Lupita-Central-Sagrado Corazon trend totaling 2,994 meters. These holes were inclined to intercept the nearly vertical structures. Consequently, the mineralized intercepts of these holes do not approximate the true thicknesses of the mineralization.

Collars for the Nevada Pacific Gold holes were cemented, monumented and surveyed. The azimuth and dip of the collars were recorded. These holes were not surveyed downhole.

Mineralized intercepts within these holes allowed Nevada Pacific Gold to reinterpret the Lupita envelope. Nevada Pacific Gold's reinterpretation expanded the envelope at depth to the Southeast.

11.3 *US Gold 2008-2009*

In 2008 and 2009, core and RC drilling was conducted primarily in the Samaniego Hill and Lupita areas. All reverse circulation drilling was completed by Major de Mexico S.A. de C.V., a subsidiary of Major Drilling International, based in Sonora state, Mexico. All core drilling was completed by Britton Bros., which was acquired by Boart Longyear during the drilling program. Boart Longyear maintains its global headquarters in South Jordan, Utah.

Reverse circulation holes were drilled utilizing a Foremost 750 Prospector and core was done with a Longyear LY 38. Hole diameter for the reverse circulation drilling was 133.35 millimeter diameter holes.

For core drilling, HQ core size was used and reduced to NQ where necessary. Core logging, recovery/RQD (rock quality designation) measurement and core splitting were done on site at the Magistral Project.

Twenty-four reverse circulation holes and six core holes were drilled in the Samaniego area totaling 6,500 meters. These holes were drilled both vertically and inclined to intercept the mineralized structures approximately perpendicular to their local dip. As a result, most mineralized intercepts of these holes closely approximate true thickness of the mineralizations.

Four reverse circulation holes and two core holes were drilled at Lupita totaling 1,000 meters. These holes were inclined to intercept the nearly vertical structures. Consequently, the mineralized intercepts of these holes do not approximate the true thicknesses of the mineralization.

Collars for the US Gold holes were collared with plastic tubing, marked with a metal plate and surveyed. The azimuth and dip of the collar orientations were recorded. Sixteen of the thirty-six holes were surveyed down-hole.

Mineralized intercepts within these holes show continued down dip extension of the Lupita Zone, extension of the Lower La Prieta Zone to the south and down dip extension of the Upper Samaniego Zone.

12.0 SAMPLING METHOD AND APPROACH

12.1 *Santa Cruz Gold and Queenstake Resources (1994-2002)*

Sampling methods for RC holes varied by drilling conditions (wet or dry). Table 12-1 shows a summary of the drilling conditions encountered through the 1999 drilling program. Dry samples were collected from the cyclone into collection buckets and then split using a Jones riffle splitter. Wet samples were collected from a rotary wet splitter and then further split with a Jones riffle splitter. One-quarter sample splits (10 to 15 kg) were collected for both an analytical sample and a field duplicate. The lithology, alteration, and mineralization were recorded on site for each sample.

TABLE 12-1
US Gold Corporation
Technical Report, Magistral Property
Exploration Drill Hole Water Intercept Summary

Deposit	Dry Holes	Wet Holes	
	Percent Dry Drilling	Percent Wet Drilling	Depth To Start Wet Drilling (avg. depth)
San Rafael	41%	59%	2 - 128 (50)
Samaniego Hill	39%	61%	9 - 156 (50)
Sagrado Corazón - Lupita	91%	9%	26 - 80

Core samples were collected at 1.5 meter intervals. Samples were often collected at geologic intervals determined by the geologist based on visual evaluation of the core.

12.2 *Nevada Pacific Gold 2004-2005*

Nevada Pacific Gold's sampling protocols were similar to those indicated by Queenstake.

12.3 *US Gold 2008-2009*

RC drill holes were sampled and logged on 1.5 meter intervals. Samples were collected using a cyclone and rotating wet splitter. Samples were split at the rig to obtain one assay sample and one field duplicate. Core samples were taken on a variable but nominal 1.5 meter interval and split on site.

13.0 SAMPLE PREPARATION, ANALYSES, AND SECURITY

13.1 *Santa Cruz Gold & Queenstake Resources (1994-2005)*

Samples were delivered to Chemex Labs Inc. (Chemex) in Hermosillo, Mexico for sample preparation pre-2001, while 2001 and 2002 drilling samples were picked up by Chemex at the site. At Chemex, the entire sample (10 to 15 kg) was crushed to 60 percent passing minus 10 mesh, using jaw and cone crushers. A representative 250- to 300-gram split of the crushed sample was obtained using a Jones riffle splitter. The split was then pulverized to 90 percent passing minus 150 mesh using a ring and puck pulverizer. The resultant pulverized sample was then shipped to Chemex's Reno, Nevada laboratory to assay for gold. A one-assay tonne fire assay (29.17 grams) was used, with analysis by atomic absorption. If the atomic absorption value exceeded 10 gpt Au, then it was re-assayed with a gravimetric finish.

13.2 *Nevada Pacific Gold (2004-2005)*

Nevada Pacific Gold continued to apply the same protocol with respect to the sample preparation, analyses and security as Santa Cruz Gold and Queenstake Resources.

13.3 *US Gold Corporation (2008-2009)*

All samples (Reverse circulation and core) were transported from the field to US Gold's Magistral lab for staging. Samples were picked up on site by Chemex and transported to their sample preparation facility in Hermosillo. Analyses for gold and a multi-element package were done by the Chemex laboratory in Vancouver, Canada using the same methodology as Santa Cruz, Queenstake and Nevada Pacific.

13.3.1 RC Drill Samples

Assay samples were stored at the project until pickup by Chemex. Field duplicates were analyzed by the mine laboratory and then stored onsite (assaying done by the mine lab was for internal use only and not reported or used in this resource estimate). Standards were inserted in the drill sample shipments to Chemex every 40 samples for RC holes MLX003, 006 and MPX007 through 011, 013, 015, 017. Two different standards were used with grades of 0.4 ppm Au/<0.5 ppm Ag and 15 ppm Au/15 ppm Ag. Standards were purchased from Sonora Naturals of Hermosillo, Sonora.

13.3.2 Core Samples

During logging, core sample intervals were determined by lithologic or alteration changes. A nominal 2-meter sample interval was used but many sample intervals were shorter, particularly in the mineralized zone. Using core saws, the core was halved and one half was quartered. Half core was retained in the core box and stored on site. Quarter-core samples were used for assay (one quarter-core sample for the internal mine laboratory and one sent to Chemex), (assaying done by the mine lab was for internal use only and not reported or used in this resource estimate). Standards were inserted in the sample

shipments to Chemex for core holes MPX012, 014, 016 nominally every 75 meters of drilling and occasionally more frequently within the visually mineralized zone. A blank (<0.005 ppm Au/<0.5 ppm Ag) and three standards (0.4 ppm Au/<0.5 ppm Ag; 1.8 ppm Au/<0.5 ppm Ag; 15 ppm Au/15 ppm Ag) were utilized.

Samples for check assaying were chosen after Chemex results were received. Samples were chosen nominally every 40 samples and more frequently within the known mineralized zones. These check assay samples were submitted directly from Chemex to SGS Mineral Services laboratory in Durango, Mexico for analysis of gold and silver.

13.4 *Security*

Under each previous operator, samples were maintained in custody until picked up by truck at Magistral by Chemex or shipped directly to Chemex.

13.5 *Density Analysis*

Density measurements on the mineralized zones were made on large diameter core holes (PQ size) submitted to Kappes, Cassiday & Associates for metallurgical testing purposes. A wax immersion method was used for this testing. Density measurements were made on 127 samples from San Rafael, 36 samples from Samaniego Hill, and 32 samples from Sagrado Corazon-Lupita, from mineralized intercepts in the core. The mineralized zone density results on these core samples ranged from 2.25 to 3.09 grams per cubic centimeter, and averaged 2.59 grams per cubic-centimeter (equivalent to tonnes per cubic-meter).

During 1999, additional core samples of volcanic overburden (waste) drilled for geotechnical purposes (NQ size) were submitted to Kappes, Cassiday & Associates for density testing. Material consisted of volcanic agglomerate and andesite porphyry rock types. A wax immersion method (ASTM C914-95) was used. The density results on these core samples ranged from 2.44 to 2.80 grams per cubic centimeter, and averaged 2.63 grams per cubic centimeter (equivalent to tonnes per cubic-meter). Additional density tests were conducted in 1999 on 14 overburden core samples as part of the geotechnical work conducted at the University of British Columbia rock mechanics laboratory and ranged from 2.45 to 2.73 grams per cubic centimeter, and averaged 2.59 grams per cubic centimeter (equivalent to tonnes per cubic-meter).

The subsequent San Rafael, Samaniego Hill, Sagrado Corazon-Lupita resource and reserve are calculated on the basis of a 2.60 tonnes per cubic-meter density factor for both mineralized zones and host rock (waste) material. This represents the measured average densities rounded to the nearest tenth, which is in line with the density factor that has been used previously on the project.

13.6 *Sample Procedure Adequacy*

It is the author's opinion, the sample preparation, security, and analytical procedures are adequate for mineral resource estimation of the Magistral Project.

14.0 DATA VERIFICATION

PAH has not collected any independent samples for data corroboration and does not believe that independent sampling is necessary at this time for the project. PAH has found no inconsistencies in the data that would indicate that the data are significantly in error or not representative of the deposits. Exploration drilling intercepts are subject to comparison with surrounding intercepts and in-fill drilling to determine reasonableness. Drilling samples are subject to routine laboratory quality control to insure reliable analytical reasonableness. PAH compared a number of the original assay certificates with the database records.

14.1 *Twin Drilling Verification*

During the course of exploration on the project, eleven core holes have been drilled to twin earlier reverse circulation holes by the different operators of the project. PAH notes that core hole intercepts are selected at observed geologic changes in the core, while reverse circulation holes are at constant 1.5-meter intervals, and as such the core intercepts will be more constrained with regard to intercept length and grade. The results are compared in Table 14-1. The results show a tendency for the twin core holes to have thinner mineralized intervals than the original reverse circulation holes. The average interval grade of the twin core holes are variable with some being lower, while others are considerably higher than the corresponding original reverse circulation hole. Overall, only a minor number of intercepts show large differences that might indicate a tendency for the reverse circulation holes to be smearing the mineralized intervals down hole. PAH notes that some of these twin pairs are up to 10 meters apart and many are not surveyed down hole. As a result, these differences may reflect natural changes in the mineralized zone between the twin pairs.

14.2 *Check Analysis*

14.2.1 Santa Cruz Gold

The Chemex laboratory used for the sample analysis routinely uses internal sample checks to ensure quality control. Santa Cruz Gold obtained the analytical results for Chemex standard samples (commercially prepared samples of known gold content), which were run intermittently with the drill hole samples from the project. The results reported by CAG indicated that Chemex gold analyses had good sample accuracy and did not indicate any significant systematic error.

In addition, Santa Cruz Gold conducted its own check analysis program to ensure drill hole sample quality control during sample preparation and chemical analysis. This check assay program consisted of samples repeated by Chemex and second laboratory sample checks by Bondar-Clegg Laboratories in Vancouver, British Columbia. The Chemex checks were run on field duplicates (second sample splits made at the drill site) to provide an indication of the repeatability associated with a coarse fragment size and a pulp re-assay to provide an indication of the repeatability associated with prepared material, both a measure of assay precision. The second laboratory checks by Bondar-Clegg were run on coarse rejects from Chemex

TABLE 14-1
US Gold Corporation
Technical Report, Magistral Property
Original Reverse Circulation versus Core Hole Twin Mineral Intercept Summary

Drill Holes		From (meters)		To (meters)		Interval Width (meters)			Interval Grade (g/t Au)		
RC Hole	Core Hole	RC Hole	Core Hole	RC Hole	Core Hole	RC Hole	Core Hole	% of RC	RC Hole	Core Hole	% of RC
M-262	M-679	13.11	12.65	17.68	14.02	4.57	1.37	30	1.63	1.27	78
		61.87	61.42	66.45	61.87	4.58	0.45	10	4.1	2.41	59
		78.64	79.1	81.69	81.38	3.05	2.28	75	4.3	1.24	29
		106.07	---	107.59	---	1.52	---	0	5.23	0	0
		112.17	110.64	116.74	114.76	4.57	4.12	90	0.84	1.11	132
M-539	M-680	153.62	156.06	161.24	163.01	7.62	6.95	91	5.23	11.48	220
M-217	M-684	124.97	129.68	135.64	139.14	10.67	9.46	89	4.13	2.21	54
		152.4	157.89	163.07	161.54	10.67	3.95	34	3.44	0.41	12
M-106	M-688	85.34	83.88	105.16	105.77	19.82	21.89	110	3.04	1.6	53
M-19	M-695	22.71	23.32	37.95	28.9	15.24	5.58	37	2.67	2.78	104
		---	32.67	---	36.58	---			---		
S-3	M-698	18.29	19.81	50.29	48.77	32	28.96	91	1.42	1.51	106
MDH-728	MPX012	105.16	105.77	134.11	136.55	28.95	30.78	106	5.64	3.19	57
MDH-748	MPX014	126.49	127.1	164.59	156.06	38.1	28.96	76	5.39	3.28	61
MDH-746	MPX016	137.16	130.76	170.69	166.73	33.53	35.97	107	2.79	7.93	284
M-710	MPX017	126.16	128.63	142.88	142.95	16.72	14.32	86	8.8	5.27	60
M-721	MPX018	120.13	125.88	129.25	130.15	9.12	4.27	47	3.17	4.35	137

Note: Intercepts selected above a nominal 0.2 g/t Au cutoff grade.

(material after coarse crushing by Chemex) to provide an indication of the repeatability associated with a coarse fragment size and a pulp re-assay to provide an indication of the repeatability associated with prepared material, both a further measure of assay precision. Bondar-Clegg Laboratories used similar fire assaying methods to those used by Chemex. PAH notes that Bondar-Clegg is also an internationally recognized laboratory. Table 14-2 shows the number of check samples submitted for each deposit area.

Results reported by CAG and spot checked by PAH indicated that the Chemex check analysis of field duplicates and pulp re-assays showed no significant problems with sample repeatability. The Bondar-Clegg results showed indication of some sample repeatability problems for both coarse rejects and to a lesser extent the pulp re-assays, with both having lower gold values from Bondar-Clegg than from Chemex. For the Bondar-Clegg pulp re-assays the difference is minor and is within acceptable limits. For the Bondar-Clegg coarse rejects, however, there is a difference in average grade of -10 percent. PAH believes that this difference is likely the result of material settling during the preparation of duplicate samples at Chemex rather than an analytical problem.

TABLE 14-2
US Gold Corporation
Technical Report, Magistral Property
Number of Check Assays by Deposit Area

Deposit	Chemex Check Assay		Bondar-Clegg Check Assay	
	No. of Field Duplicates	No. of Pulps	No. of Coarse Rejects	No. of Pulps
San Rafael	139	642	400	587
Samaniego Hill	503	49	517	400
Sagrado Corazón-Lupita	0	263	379	432
Total	642	954	1,296	1,419

Note: Check assays for drilling conducted from 1995 to 1997 (274 pulp checks from San Rafael to BC Labs) and 1999 (313 pulp checks from San Rafael to BC Labs).

No check analysis was conducted on the drill hole samples from the 1998 drilling by Santa Cruz Gold; however, the holes included in the resource-modeling database were largely twin holes and only represent approximately one percent of the San Rafael/Samaniego Hill drilling. Check samples from the 1999 drilling by Queenstake included 313 repeat analyses, with sample pulps from the original analysis at Chemex being sent to Bondar-Clegg Laboratories, in Vancouver, British Columbia. The results showed good correlation between the two laboratories, with the average grade between the Chemex and Bondar-Clegg results within approximately 1 percent.

14.2.2 US Gold

Check samples were analyzed by SGS Laboratories in Durango, Mexico. Sample intervals for check assay were chosen every 61m of drilling. An aliquot of the original Chemex pulp was sent directly from Chemex to SGS for analyses for gold and silver by fire assay/AA finish. At the time of this writing, check assays for gold and silver had been provided to PAH for 57 samples.

PAH believes that an adequate amount of checking of the data has been conducted as a result of the twin drilling, the check assay analysis, the PAH database review and the PAH examination for downhole contamination. These reviews indicate that the assay results are representative of the deposit mineralization and are adequate for resource estimation.

14.3 *Database Verification*

The author has verified a sample of the data relied upon for this resource estimate. The validation process was designed to investigate the drill hole collar locations, core hole lithology, downhole deviation, assay values and assay data entry.

Drill hole collar coordinates were verified by PAH personnel during the site visit through field checking and survey comparison. Previous operators hole locations were marked with metal plates and concrete monuments. The more recent US Gold holes were collared with plastic tubing and marked with a metal plate. These hole locations were checked against locations plotted on a topographic map. The author observed good agreement between the field locations and the map. All collar elevations in the database were compared against the surveyed topography. Overall, there was good agreement between the two. When discrepancies were noted, the collar elevations were adjusted to agree with the topography prior to resource modeling.

Sixteen have downhole surveys. The author examined the deviations in these holes to estimate the potential for deviations in the un-surveyed holes and assess the potential impact on the resource estimate. On average, these holes deviate 3.13 degrees on azimuth and 5.9 degrees on dip over a depth of 150 meters. The author's assessment of these deviations indicates that unknown deviations in the un-surveyed holes will not materially affect the resource estimate.

The author evaluated the assay data for the standard and blank samples submitted by US Gold as part of their quality control program. Gold values from the assay were compared against their known values. The author did not observe any systematic bias in the assay grades. Duplicate gold assays for 57 samples were compared against their original assay values. Statistical analysis of these duplicate gold assays indicates that they are biased low relative to the original values. On average this bias is 0.017 grams gold. PAH does not consider this bias to have a material effect on the resource estimate.

US Gold provided the author with copies of the assay certificates. The author compared these certificates against the reported values in the drill hole database for approximately fifty percent of the new drill holes. PAH noted that the database listed several intervals as having no assay data, indicated by a "-99" gold grade, yet the assay certificates showed gold values for these intervals. PAH examined all such intervals in the database and made the appropriate corrections. Outside of this mitigated issue, the author observed good agreement between the certificates and the drill hole database.

As previously noted, the author validated only a sample of the data. The process was aimed at identifying systematic errors or bias in the database. Consequently, some errors may exist in the database that this validation process did not identify.

15.0 ADJACENT PROPERTIES

There are no significant adjacent properties to the Magistral Project as defined by NI 43-101. The Palmarito Project that is also owned by US Gold is located 12 kilometers from Magistral. US Gold is actively drilling the Palmarito Project. Palmarito has produced an estimated 15,300,000 ounces of silver and 49,250 ounces of gold from open pit and underground workings before mining ceased in 1950. US Gold completed an initial NI 43-101 compliant resource estimate in December 2008 for Palmarito that is stated Table 15-1.

TABLE 15-1
US Gold Corporation
Technical Report, Magistral Property
2008 Palmarito Resource Estimate

Class	Cut-off Grade (grams Ag/tonne)	Tonnes ('000)	Contained Ag ('000 troy ounces)	Ag Grade (grams Ag/tonne)	Contained Au (troy ounces)	Au Grade (grams Au/tonne)
Measured	40	2,654	5,991,521	70.2	11,901	0.14
Indicated	40	1,103	2,480,527	70.0	4,582	0.13
Measured and Indicated	40	3,757	8,472	70.1	16,484	0.14
Inferred	40	1,591	3,350	65.5	5,769	0.11

In November 2008, US Gold announced a new discovery approximately 5 kilometers north of Magistral called El Gallo. Early drilling indicates that El Gallo is comprised of high-grade silver/gold mineralization. US Gold is currently drilling this project with the objective of publishing an initial resource estimate by the end of 2009.

16.0 MINERAL PROCESSING AND METALLURGICAL TESTING

16.1 *Summary*

Magistral operated between 2002 and 2005 as an open pit heap leach gold operation. During that period the mine produced approximately 70,000 ounces of gold. The existing process facility never reached full capacity as the rate of gold production was lower than projected during the period the mine was in operation.

16.2 *Processing Facility*

Since 2005, Magistral has been on care-and-maintenance, but substantially all the equipment remains on-site and in-place. US Gold has audited the condition of the processing equipment and determined that with additional investment in refurbishment and some new equipment the existing facility could be made to operate as designed.

The processing facility consists of the following:

- Crushing plant consisting of a jaw crusher, vibrating screens, cone crusher, and stacker.
- Heap leach pad of approximately 100,000 sq. meters, with approximately 2 million tonnes of leached ore material in place.
- Recovery plant and process ponds. The plant recovered gold and silver by carbon adsorption.

16.3 *Pre-production Testwork*

The majority of the metallurgical testwork for the project was conducted by Kappes, Cassiday & Associates (Kappes) in Reno, Nevada and McClelland Laboratorios de Mexico (McClelland) in Hermosillo, Mexico. Bottle-roll and column leach test were initiated in 1995 by Kappes and demonstrated that the mineralization at all three main deposits known at the time, Samaniego, San Rafael and Sagrado-Corazon-Lupita were amenable to cyanide leaching. San Rafael, Sagrado Corazon, and Lupita demonstrated 76.7 percent, 64.6 percent, and 59.3 percent gold recoveries, respectively, in column tests at P_{100}=25mm with low to moderate cyanide and lime consumption. Samaniego was found to contain significant cyanide soluble copper, and as a result of the presence of copper the consumption of cyanide was high, gold recovery averaged 64.5 percent in column tests at P_{100}=25mm, and the consumption of lime was in-line with the other deposits.

Metallurgical testing at McClelland began in 1998 to identify leach characteristics of deeper ore zones, and better understand the behavior of cyanide soluble copper.

Based on the cumulative results of the metallurgical testing by Kappes and McClelland the production recoveries and minimum crush sizes were forecast as follows:

San Rafael	76.0%, P_{80}=25.0mm
Samaniego	72.4%, P_{80}=12.5mm
Sagrado Corazon – Lupita	71.7%, P_{80}=12.5mm

16.4 *Production Results*

Gold recoveries while the mine was in operation averaged approximately 60 to 65 percent, which differed from the forecast estimated based on small-scale column testing. The operators of the mine implemented measures to improve recoveries, including reducing crush size and selectively excluding zones containing high cyanide soluble copper mineralization. The results of these adjustments were never fully realized before the mine was shut down. In 2006, PAH estimated the expected gold recovery should be restated at 65.1 percent based on production statistics available at that time.

16.5 *Recent Testwork*

In 2008, US Gold initiated a program designed to determine: a) if the material on the heap pads could be reprocessed in order to extract the remaining gold mineralization; and b) the cyanide recovery characteristics of the La Prieta zone, which is the higher-grade and deep extension of Samaniego Hill.

Work on the heap pads involved digging a series of trenches with a backhoe to sample material from various areas. Samples were separated into size fractions and assayed for gold. Based on the results it was determined that reprocessing the heap pad was not economically feasible.

Bottle roll testing on three samples from the La Prieta zone were carried out at SGS Mineral Services in Durango, Mexico. High gold recoveries (>95%) were observed for each sample. Gold extraction by cyanidation was similar over the different test conditions. Grind size and oxidant addition did not materially affect the gold recovery. Copper leaching was not a problem during testing due to low copper values in the samples. Based on the testwork done to date it is anticipated that milling and processing ore from La Prieta by convention cyanidation methods would yield good recoveries.

17.0 MINERAL RESOURCE ESTIMATES

The mineral resources for Magistral are reported for five distinct areas. These areas are known as San Rafael, Samaniego Hill, Lupita/Central, Sagrado Corazon and Mill Tailings. The vast majority of the resources are composed of in situ material that is undisturbed by previous mining activity. The balance of the resources are located in tailings piles from past mining and processing activity.

17.1 *Coordinate Conversion*

As part of the resource model update, PAH converted all spatial data, structural zone interpretations and block models from the local grid system historically used at Magistral to the Universal Transverse Mercator Zone 13, using North American Datum 27.

17.2 *Topography*

Topographic survey control points were surveyed in by Duran Surveying of Hermosillo, Mexico. Aerial photography and photogrammetry was completed by Cooper Aerial Survey of Tucson, Arizona in June 1995 that has since been subsequently updated to reflect the mining activity that occurred at Magistral. The resulting project topography was provided at a 5-meter contour interval.

17.3 *Drill Hole Database*

The drill hole database for Magistral consists largely of reverse circulation and a lesser number of core holes. Table 17-1 shows the contents of the sample database. Drill holes were sampled at 1.5 meter intervals. Database sample intervals consistently include data for gold and sporadically for silver and copper. Samples with less than detectable gold values are recorded in the database at the detection limit or at a percentage of this limit, depending on when the work was done. Earlier threshold results that constitute the bulk of the database are recorded at 40 percent of the detection limit (40 percent of 0.030 gpt or 0.012 gpt). PAH notes that locally these 0.012 gpt values have been rounded to 0.010 gpt. Subsequent drilling has been recorded at the analytical threshold (0.005 gpt).

TABLE 17-1
US Gold Corporation
Technical Report, Magistral Property
Drill Hole Database

Deposit	Number of Holes	Total Meters	Number of Samples
Samaniego/San Rafael	791	92,597	56,274
Sagrado Corazon	64	5,217	3,215
Lupita/Central	98	8,433	5,251

17.4 *Compositing Procedures*

Samples were composited to a consistent 5-meter length down the hole, starting at the drill hole collar. As with the samples, composite statistics for the San Rafael and Samaniego Hill structural zones are similar and show relatively lognormal populations. Again, the Upper Samaniego Zone (Zone 9) shows similar gold grade distribution, but atypical silver and copper distributions.

17.5 *Grade Capping*

PAH conducted a statistical analysis of gold composite grades attempting to locate high grade outliers within the population. One outlier was identified in hole M-130. This composite has a grade of 38.05 grams gold per tonne, which is over 55 percent greater than the next highest composite grade of 24.41 grams gold per tonne. During block grade interpolation, the grade of this outlier was cut to 24.41 grams gold per tonne.

17.6 *Definition of Model Domains*

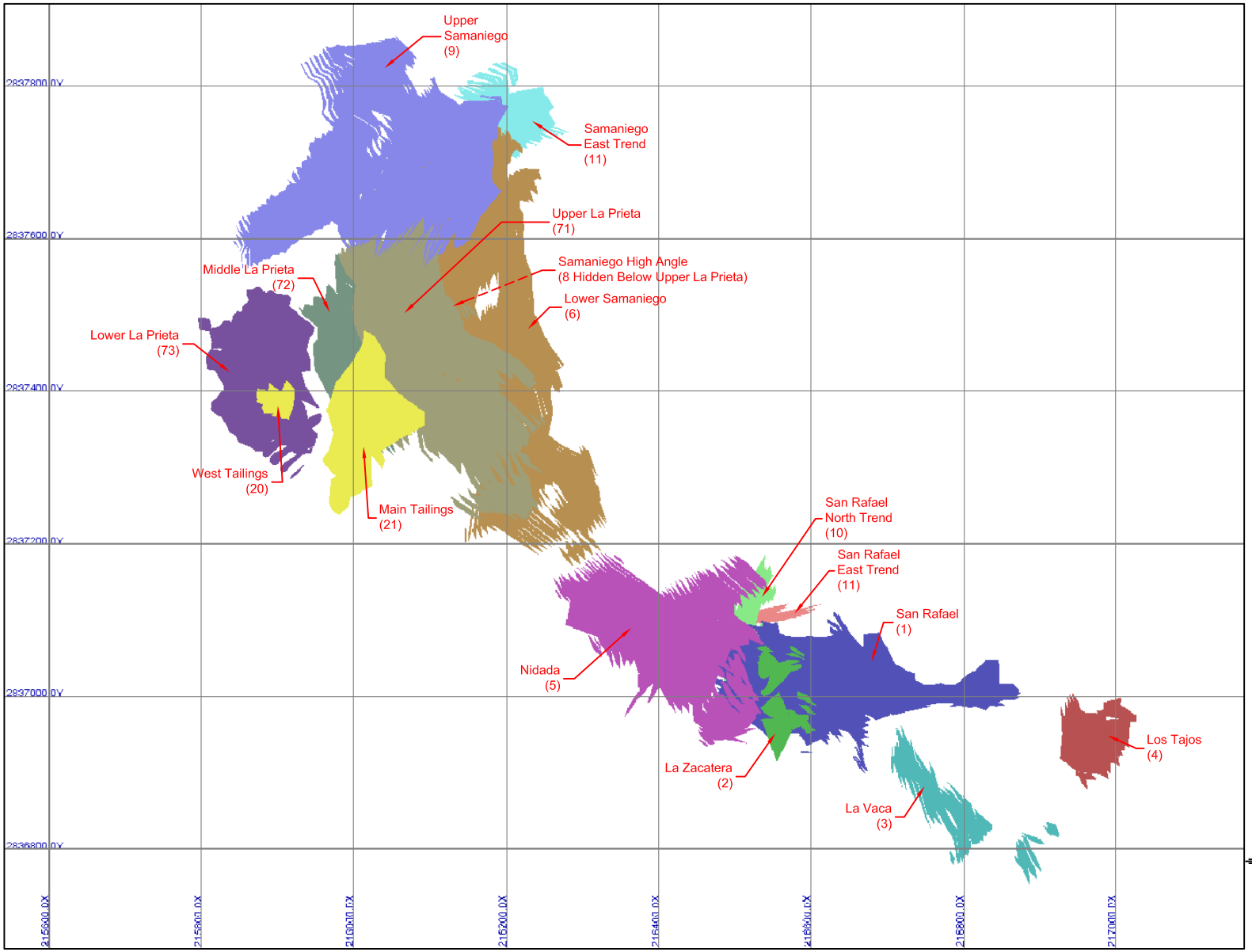
Three distinct types of model domains were created representing in situ mineralization, underground workings and surface tailings piles. The in situ and tailings domains are illustrated in Figures 17-1 and 17-2.

17.6.1 In Situ Domains

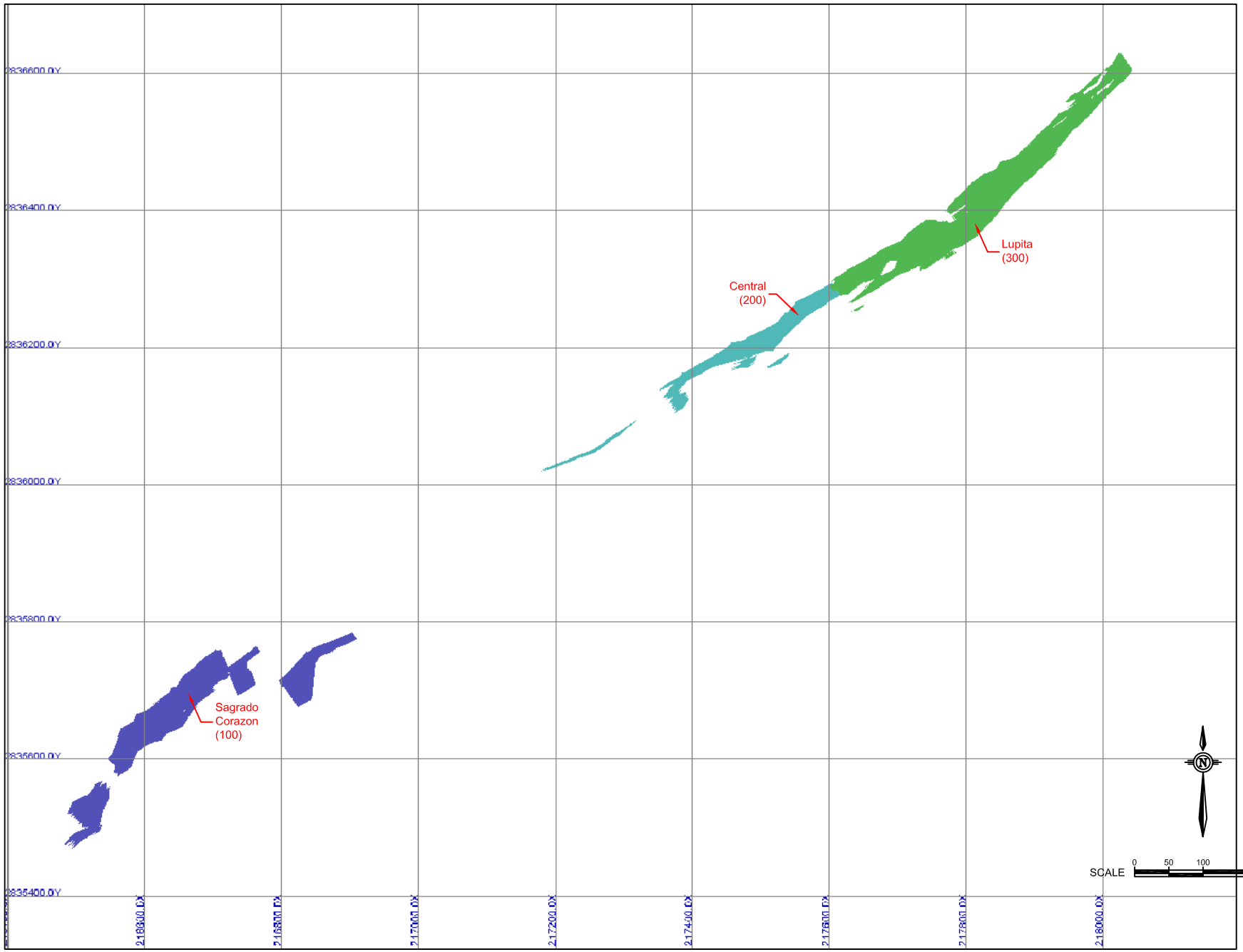
Geological interpretations of the structural zone trends were conducted on the geologic cross sections. Zone boundaries were delineated at a nominal 0.2 gpt Au grade in concert with other geologic considerations. Generally, one sample-interval points were not included in the zone boundary unless directly along the trend of a specific mineralized zone and even then a minimum of three consecutive sample intervals were generally included. Longer mineralized intervals were not included if they could not be correlated to at least one adjacent drill hole. The structural zone interpreted shapes were then digitized and projected to 5-meter bench plans. A further geologic interpretation was made on the bench plans, guided by the projections from the cross sections. The resulting structural zone shapes from the bench plans were used to build the block model representations of the structural zones. Table 17-2 lists all domains by name and code.

17.6.2 Underground Workings Domains

Although records from previous underground mining at San Rafael/Samaniego Hill are limited, underground workings have been noted through mapping and drilling activities on the property. The location of known workings were included in the sectional and bench plan interpretations for the deposits and were subsequently incorporated into the block model along with the structural zones in which they occurred. PAH believes that the large percentage of the historic underground workings are accounted for in the model and are not a significant part of the tonnage being considered by US Gold. PAH notes that the underground workings are locally backfilled with mineralized material that has not been included



Prepared by **pincock, allen & holt** 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for ***US GOLD***	FIGURE 17-1 DOMAIN MAP SAMANIEGO, SAN RAFAEL and TAILINGS	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.17-1.dwg



Prepared by pincock, allen & holt 165 S. Union Boulevard, Suite 950 Lakewood, Colorado 80228 Phone (303) 986-6950	Drawing Provided by/Prepared for *US GOLD*	FIGURE 17-2 DOMAIN MAP LUPITA, CENTRAL and SAGRADO CORAZON	Date of Issue June/2009
Project No. 90579	Project Name Technical Report, Magistral Property		Drawing Name Fig.17-2.dwg

in this resource tabulation due to its variable nature, but constitutes potential additional mineralized tonnage.

TABLE 17-2
US Gold Corporation
Technical Report, Magistral Property
Domain Codes

Domain	Domain Code
San Rafael	1
La Zacatera	2
La Vaca	3
Los Tajos	4
Nidada	5
Lower Samaniego	6
Sam. High Angle	8
Upper Samaniego	9
S.R North Trend	10
Sam. East Trend	11
S.R. East Trend	12
West Tailings	20
Main Tailings	21
La Prieta	
Upper	71
Middle	72
Lower	73
Sagrado Corazon	100
Central	200
Lupita	300

17.6.3 Tailings Piles Domains

Domains were constructed representing two tailings piles located southwest of Samaniego Hill. These domains were interpreted along vertical sections then digitized and projected to 5-meter bench plans. The top limits of these domains are truncated by current topography.

17.7 *Block Model*

Three block models were constructed representing three different areas of known mineralization on the property. These models are referred to as Samaniego/San Rafael, Lupita/Central and Sagrado Corazon.

The geometry of these three block models is detailed in Table 17-3.

17.7.1 Block Domain Codes, Percents and Density

Blocks are assigned domain codes reflecting the structural zone or tailings pile domain, if any, that each block is in contact with. Frequently, only a fraction of a given block is located within a domain, so PAH also assigned each block a percent value representing the percentage of a block within a domain.

TABLE 17-3
US Gold Corporation
Technical Report, Magistral Property
Block Model Geometries

Samaniego/San Rafael	**X**	**Y**	**Z**
Origin*	215,530.1608	2,836,596.9541	655
Block Size (meters)	5	5	5
Rotation	358.85 degrees anti-clockwise		
Number of Columns	320		
Number of Rows	300		
Number of Levels	84		
Number of Blocks	8,064,000		
Lupita/Central	**X**	**Y**	**Z**
Origin*	216,784.1686	2,836,036.6734	585
Block Size (meters)	5	5	5
Rotation	303.85 degrees anti-clockwise		
Number of Columns	100		
Number of Rows	280		
Number of Levels	73		
Number of Blocks	2,044,000		
Sagrado Corazon	**X**	**Y**	**Z**
Origin*	216,207.94	2,835,483.13	585
Block Size (meters)	5	5	5
Rotation	313.85 degrees anti-clockwise		
Number of Columns	100		
Number of Rows	180		
Number of Levels	50		
Number of Blocks	900,000		

*Origin is minimum X, minimum Y and MAXIMUM Z prior to rotation

All blocks at least 50 percent below topography were assigned a density of 2.6 tonnes per cubic meter, with one exception: Blocks that are also identified with a tailings pile domain code are assigned a density of 1.5 tonnes per cubic meter. All blocks at least 50 percent above topography were assigned a density of 0.

17.7.2 Block Grade Modeling

Gold grades were assigned to blocks based on the surrounding drill hole composite grades using an inverse distance to the 6^{th} power method. Blocks of a given domain code were only assigned grade based on composites within the same domain. Search ellipses were used to limit the maximum distance

between a block and the composites used to interpolate that block's grade. These search ellipses vary by domain and are listed in Table 17-4. For the in situ material, a block must have at least two composites within its search ellipse before receiving a grade and use no more than the closest 12 composites. For the tailings material, these limits are set to one and six composites, respectively.

TABLE 17-4
US Gold Corporation
Technical Report, Magistral Property
Domain Search Ellipses

Domain	Domain Code	Primary Axis Ax. (deg)	Primary Axis Dip Degrees	Primary Axis Radius (meters)	Secondary Axis Radius (meters)	Tertiary Axis Radius (meters)
San Rafael	1	205	45	45	45	15
La Zacatera	2	0	0	45	45	15
La Vaca	3	245	40	45	45	15
Los Tajos	4	240	30	45	45	15
Nidada	5	235	40	45	45	15
Lower Samaniego	6	250	50	45	45	15
Sam. High Angle	8	250	60	45	45	15
Upper Samaniego	9	255	40	45	45	15
S.R North Trend	10	280	75	45	45	15
Sam. East Trend	11	190	40	45	45	15
S.R. East Trend	12	340	75	45	45	15
West Tailings	20	0	0	40	40	20
Main Tailings	21	0	0	40	40	20
La Prieta						
Upper	71	240	50	45	45	15
Middle	72	240	50	45	45	15
Lower	73	0	0	45	45	15
Sagrado Corazon	100	135	80	45	45	15
Central	200	145	85	45	45	15
Lupita	300	145	85	45	45	15

17.7.3 Resource Classification

All tailings material is classified as Measured. The in situ material is classified by block based on the distance between the block's center and the nearest composite used to assign the block's grade. Blocks within 15 meters of the nearest composite are classified as measured, 15 to 30 meters for indicated and 30 to 45 meters for inferred.

17.8 *Grade Model Validation*

PAH compared the composite gold grades with the block model on vertical sections oriented approximately perpendicular to the structures. This sectional review attempts to locate discrepancies between composite and block grades as well as ensure the block model results are consistent with PAH's understanding of the deposit. The final sectional review did not raise any problematic issues.

PAH generated nearest neighbor (NN) gold grade models for each domain to compare against the ID models. The average gold grades for both the NN and ID models are compared for each domain in Table 17-5. Four domains show a discrepancy of greater than five percent. PAH conducted a more detailed sectional review of these domains. Following this review, PAH is satisfied with the ID interpretation of gold grade.

PAH compared the model results against production data generated by Nevada Pacific Gold for the volume of material mined from 2002 to July 2005 using a cut-off grade of 0.4 gpt. This comparison shows the current model reports four percent more ounces than indicated by the production data for the same volume. Additionally, the current model reports 8 percent fewer ore tonnes than the production data. PAH considers the magnitude of these variances to be acceptable.

TABLE 17-5
US Gold Corporation
Technical Report, Magistral Deposit
Grade Statistical Comparison

Domain		Domain Code	Inverse Distance mean (g Au/t)	Nearest Neighbor mean (g Au/t)	Percent Difference of Means
San Rafael		1	1.39	1.39	0.0%
La Zacatera		2	0.77	0.77	0.0%
La Vaca		3	0.84	0.82	2.4%
Los Tajos		4	0.31	0.31	0.0%
Nidada		5	1.20	1.22	-1.6%
Lower Samaniego		6	0.81	0.79	2.5%
Sam. High Angle		8	0.54	0.54	0.0%
Upper Samaniego		9	1.23	1.24	-0.8%
S.R North Trend		10	0.29	0.28	3.6%
Sam. East Trend		11	0.79	0.75	5.3%
S.R. East Trend		12	0.35	0.31	12.9%
West Tailings		20	1.51	1.67	-9.6%
Main Tailings		21	2.18	2.16	0.9%
La Prieta	Upper	71	1.07	1.06	0.9%
	Middle	72	3.07	2.87	7.0%
	Lower	73	2.40	2.31	3.9%
Sagrado Corazon		100	0.82	0.82	0.0%
Central		200	0.50	0.51	-2.0%
Lupita		300	1.04	1.03	1.0%

17.9 *Mineral Resource Statement*

The mineral resource estimate for Magistral includes all material defined in the three block models with a reasonable prospect for being mined. For this report, material with a "reasonable prospect for being mined" is considered to have a grade of 0.3 grams gold per tonne or higher. This cutoff grade represents an estimate of the internal cutoff grade for an open pit cyanide leach operation assuming a US$950 per troy ounce gold price, US$6 processing cost and a process recovery of 65 percent.

The resource estimate for Magistral is summarized in Table 17-6. Using a cutoff grade of 0.30 grams gold per tonne, the measured and indicated resources for the Property are 10.4 million tonnes averaging 1.50 grams gold per tonne for a total of 502,466 contained ounces of gold. PAH also estimated an inferred resource of 223 thousand tonnes averaging 1.14 grams gold per tonne for a total of 8,167 contained ounces of gold. Note that mineral resources that are not mineral reserves do not have demonstrated economic viability.

TABLE 17-6
US Gold Corporation
Technical Report, Magistral Property
2009 Resource Estimate

	Measured			Indicated			Measured and Indicated			Inferred		
Property	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.	Tonnes (x1000)	Au (g/t)	Cont. Au Oz.
San Rafael	806	1.02	26,431	381	0.89	10,901	1,187	0.98	37,332	21	0.75	506
Samaniego Hill	3,565	1.94	222,347	1,415	1.70	77,335	4,980	1.87	299,682	106	1.41	4,805
Sagrado Corazon	1,000	1.13	36,329	276	0.91	8,075	1,276	1.08	44,403	7	0.61	137
Lupita	1,463	1.32	62,085	1,363	1.17	51,269	2,826	1.25	113,354	89	0.95	2,718
Mill Tailings	128	1.87	7,695			-	128	1.87	7,695			-
Total	**6,962**	**1.59**	**354,887**	**3,435**	**1.34**	**147,580**	**10,397**	**1.50**	**502,466**	**223**	**1.14**	**8,167**

18.0 OTHER RELEVANT DATA AND INFORMATION

There is no other data that is considered relevant to the Magistral Project.

19.0 INTERPRETATION AND CONCLUSIONS

At a 0.30 gpt Au cutoff grade, the total Magistral measured and indicated resource, as of May 2009, consists of 10.4 million tonnes averaging 1.50 gpt Au for a total of 502,466 contained ounces of gold. In addition the inferred resources include 223 thousand tonnes averaging 1.14 gpt Au for a total of 8,167 contained ounces of gold. PAH believes that the resource estimates for Magistral have been calculated utilizing acceptable estimation methodology.

Adequacy of Procedures. PAH has reviewed the methods and procedures utilized by US Gold at the Magistral Project to gather geological and assaying information and found them reasonable and meeting generally accepted industry standards.

Adequacy of Data. PAH believes that US Gold and its subsidiaries and predecessors have conducted exploration, development, and operational sampling and analysis programs using standard practices and producing generally reasonable results. PAH believes that the resulting data can reliably be used in the subsequent estimation of resources.

Compliance with Canadian NI 43-101 Standards. PAH believes that the current drill hole database, geologic model, grade models, and production plans are sufficient for generation and reporting of resources.

20.0 RECOMMENDATIONS

Two main areas of continued work are recommended for future development of the Magistral Project, as follows:

Drilling:

1. North tailings area that is excluded from this resource estimate should be drilled and modeled in order to be included in future resource estimates.

2. Additional drilling at Sagrado Corazon in order to test the potential at depth and to establish better continuity between some of the sections.

Preliminary Economic Assessment Study that would include the following:

1. Determine the viability of mining the deeper high-grade La Prieta zone by underground methods.

2. Investigate alternative process methods for the higher-grade mineralization versus the heap leach method that was previously used when the mine was in production.

3. Study the viability of a "hub and spoke" strategy with other mineralized areas that are outside of the Magistral Project area, but are deemed reasonably close and currently owned by US Gold.

20.1 *North Tailings Drilling*

The north tailings represents an area where additional resources could be added. Although the potential ounces that could be added is believed to be non-material to the current resource estimate, the costs to bring this area into NI 43-101 compliance is expected to be relatively inexpensive.

20.2 *Sagrado Corazon Drilling*

Several exploration drilling targets have been identified to explore for gold mineralization that is outside of the known mineralized areas, but where the opportunity for new resources is indicated by geologic interpretation at Sagrado Corazon. Six holes are recommended to test for down-dip extensions and in between sections of defined mineralization.

20.3 *La Prieta Underground Mining Study*

Due to the higher grade nature of the mineralization and high strip ratio associated with mining the La Prieta zone by open pit, an underground mining scenario should be studied.

20.4 *Alternative Process Methods for High-Grade*

Due to certain zones containing higher grade gold mineralization, alternative process methods such as a mill should be studied in order to determine the optimum recovery and rate of return. Originally Magistral was designed and run as a heap leach operation. Recovery percentages and leach time never achieved the original estimates outlined in the Feasibility Study. The high grade mineralization may have contributed to this shortfall.

20.5 *"Hub and Spoke" Mining Strategy*

Due to the large mineral concession controlled by US Gold, several areas of significant mineralization have been discovered in addition to Magistral. A study to determine if a "hub and spoke" strategy is viable where a central process facility is established. Areas in Mexico such as the San Dimas mines, located in the States of Sinaloa and Durango and are owned by Goldcorp Inc., have successfully employed this strategy. Before this strategy could be studied in detail a resource estimate and metallurgical studies would have to be performed on the primary area of mineralization outside of Magistral called El Gallo.

20.6 *Cost of Recommended Work*

Table 20-1 summarizes the estimated costs for the work recommended above.

TABLE 20-1
US Gold Corporation
Technical Report. Magistral Property
Cost of Recommended Work

Description	Cost
Tailings	$5,000
Sagrado Corazon Drilling	$60,000
La Prieta Underground Study	$60,000
High-Grade Process Study	$30,000
Hub and Spoke Study	$120,000
Contingency (15%)	$41,250
Total	$316,250

21.0 REFERENCES

1. Kappes, Cassidy and Associates, May 2000, *Magistral Project Feasibility Study.*

2. Pincock, Allen & Holt, July 3, 2002, *Magistral Project Resource Update.*

3. Pincock, Allen & Holt, January 16, 2003*, Magistral Gold Project Sinaloa, Mexico Resource and Reserve Update Technical Report.*

4. Pincock, Allen & Holt, January 6, 2005, *Amended Technical Report for Magistral Gold Project, Sinaloa State, México.*

5. Pincock, Allen & Holt, September 13, 2006, *Technical Report of the Magistral Gold Mine, Sinaloa State, Mexico*.

6. *Production records and operating data provided by Nevada Pacific Gold, Ltd.* Private company data.

7. Clark, Kenneth F., Foster, C. Thomas, and Damon, Paul E., 1982, *Cenozoic Mineral Deposits and subduction-related magmatic arcs in Mexico*, Geol. Soc. Amer. Bull., v. 93.

8. Nelson, Eric P, Jun 10, 2008, *Structural Geological Analysis of Magistral district, Sinaloa, Mexico*. Private company report.

22.0 ILLUSTRATIONS

The illustrations supporting the various sections of the report are located within the relevant sections immediately following the references to the illustrations, for ease of reference. An index of tables and illustrations is provided at the beginning of the report.

23.0 CERTIFICATION OF QUALIFICATION

Aaron M. McMahon
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I, Aaron M. McMahon, P.G., am a professional geologist and Senior Geologist for Pincock, Allen & Holt, Inc. of 165 S. Union Boulevard, Suite 950, Lakewood, Colorado, USA. This certificate applies to the Update of the Resource Estimate, Magistral Gold Project, Sinaloa, Mexico dated June 18, 2009 (the "Technical Report").

1. I am a Senior Geologist of: Pincock, Allen & Holt.

2. I graduated with a degree in Geology from James Madison University in 1998. In addition, I have obtained a Master of Science degree in Geology from Arizona State University in 2001.

3. I am a Professional Geologist registered with the State of California.

4. I have worked as a geologist for a total of seven years since my graduation from university.

5. I have read the definition of "qualified person" set out in National Instrument 43-101 ("NI 43-101") and certify that by reason of my education, affiliation with a professional association (as defined in NI 43-101) and past relevant work experience, I fulfill the requirements to be a "qualified person" for the purposes of NI 43-101.

6. I am responsible for the preparation of all sections of the technical report titled "Update of the Resource Estimate, Magistral Gold Project, Sinaloa, Mexico" dated June 18, 2009 (the "Technical Report") relating to the Magistral Gold deposit. I visited the mine in April 2008 and December 2008 for a total of three days.

7. I have not had prior involvement with the property that is the subject of the Technical Report.

8. To the best of my knowledge, information and belief, the Technical Report contains all scientific and technical information that is required to be disclosed to make the Technical Report not misleading.

9. I am independent of the issuer applying all of the tests in section 1.4 of National Instrument 43-101.

10. I have read National Instrument 43-101 and Form 43-101F1, and the Technical Report has been prepared in compliance with that instrument and form.

11. I consent to the filing of the Technical Report with any stock exchange and other regulatory authority and any publication by them for regulatory purposes, including electronic publication in the public company files on their websites accessible by the public, of the Technical Report.

Dated in Lakewood, Colorado, this 18th day of June 2009.

"Aaron M. McMahon"

Aaron M. McMahon, P.G.