

November 1, 2006

**IN THE MATTER OF  
THE SECURITIES LEGISLATION OF  
NOVA SCOTIA AND NEWFOUNDLAND  
AND LABRADOR (THE JURISDICTIONS)**

**AND**

**IN THE MATTER OF  
THE MUTUAL RELIANCE REVIEW SYSTEM FOR EXEMPTIVE RELIEF  
APPLICATIONS**

**AND**

**IN THE MATTER OF  
US GOLD HOLDINGS CORPORATION (THE FILER)**

**MRRS Decision Document**

**Background**

1. The local securities regulatory authority or regulator (the **Decision Maker**) in each of the Jurisdictions has received an application from the Filer for a decision under the securities legislation of the Jurisdictions (the **Legislation**) that the Filer be deemed to have ceased to be a reporting issuer in the Jurisdictions.
2. Under the Mutual Reliance Review System for Exemptive Relief Applications (the **MRRS**):
  - 2.1 The Nova Scotia Securities Commission is the principal regulator for this application; and
  - 2.2 This MRRS decision document evidences the decision of each Decision Maker.

**Interpretation**

3. Defined terms contained in National Instrument 14-101 Definitions have the same meaning in this decision unless they are defined in this decision.

**Representations**

4. This decision is based on the following facts represented by the Filer:

- 4.1 The Filer is a corporation formed under the laws of the State of Delaware and has its principal executive offices in Lakewood, Colorado. The Filer is a reporting issuer solely in the Jurisdictions.
- 4.2 The Filer is a direct subsidiary of U.S. Gold Corporation (“**U.S. Gold**”), which is a reporting issuer in each of the provinces of Canada.
- 4.3 The Filer was formed solely for making the take-over bids described below, and has not carried on any business activities.
- 4.4 On March 5, 2006, U.S. Gold announced its intention to make securities exchange take-over bids for all the outstanding common shares of four companies that have gold exploration properties adjacent to or near U.S. Gold’s Tonkin Springs property. On May 1, 2006, U.S. Gold, the Filer and US Gold Canadian Acquisition Corporation (**US Gold Exchangeco**) filed a securities exchange take-over bid circular for all of the outstanding common shares of White Knight Resources Ltd. (the **White Knight Bid**). On June 5, 2006, U.S. Gold, the Filer and US Gold Exchangeco terminated the White Knight Bid prior to acquiring any securities pursuant to the White Knight Bid.
- 4.5 Subject to meeting certain United States securities regulatory requirements, U.S. Gold intends to carry out its proposal by way of share exchange take-over bids or another transaction that would have the same result. The Filer would no longer be a party to such a proposed take-over bid or transaction.
- 4.6 As the sole registered and beneficial security holder of the Filer is U.S. Gold, and as the Filer will not be an offeror in any new take-over bid, the Filer’s continued status as a reporting issuer is no longer required.
- 4.7 No securities of the Filer are traded on a marketplace as defined in National Instrument 21-101 Marketplace Operation.
- 4.8 The Filer has no current intention to seek public financing by way of an offering of securities.
- 4.9 The Filer is in default of the Legislation as it has not made any continuous disclosure filings in the Jurisdictions since becoming a reporting issuer.

## **Decision**

5. Each of the Decision Makers is satisfied that the test contained in the Legislation that provides the Decision Maker with the jurisdiction to make the decision has been met.

6. The decision of the Decision Makers under the Legislation is that the Filer is deemed to have ceased to be a reporting issuer in the Jurisdictions.

“H. Leslie O’Brien  
Chairman  
Nova Scotia Securities Commission

“R. Daren Baxter”  
Vice-Chairman  
Nova Scotia Securities Commission