

CARDIFF ONCOLOGY, INC.

CORPORATE GOVERNANCE GUIDELINES

The following Corporate Governance Guidelines ("Guidelines") were adopted by the Board of Directors (the "Board") of Cardiff Oncology, Inc. ("Cardiff Oncology" or the "Company"). These Guidelines, together with Cardiff Oncology's Certificate of Incorporation, By-Laws and the charters of certain Board committees, as the same may be from time to time amended and/or restated, provide the framework for the governance of Cardiff Oncology. The Board believes that these Guidelines will enhance Cardiff Oncology's ability to achieve its goals, govern Cardiff Oncology with high standards of integrity and increase stockholder value.

Role and Composition of the Board

- **General.** The Board, which is elected by the stockholders, is the ultimate decision-making body of the Company except with respect to those matters reserved to the stockholders. It selects the senior management team, which is charged with the conduct of Cardiff Oncology's business. Having selected the senior management team, the Board acts as an advisor and counselor to senior management and ultimately monitors its performance. The basic responsibility of the directors is to exercise their judgment to act in what they reasonably believe to be in the best interests of the Company and its stockholders. In discharging that obligation, directors should be entitled to rely on the honesty and integrity of the Company's senior management and its outside advisors and auditors. The directors shall also be entitled to have the Company purchase reasonable directors' and officers' liability insurance on their behalf, to the benefits of indemnification to the fullest extent permitted by law and the Company's articles of incorporation, regulations and any indemnification agreements, and to exculpation as provided by state law.
- **Separation of Chairman and CEO.** The Board selects its chairman (the "Chairman") and the Company's chief executive officer (the "CEO") in the manner that it considers to be in the best interests of the Company. Therefore, the Board does not have a policy on whether the role of Chairman and CEO should be separated or combined. The offices of the Chairman and CEO are currently separated. In the event that offices of the Chairman and the CEO are combined, the independent directors of the Board shall meet and appoint from among their ranks a lead independent director (the "Lead Independent Director"). The Lead Independent Director shall (a) preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors, (b) have the authority to call meetings of the independent directors, (c) serve as the principal liaison on Board-wide issues between the independent directors and the Chairman and (d) have such other authority and duties as the Board may from time to time determine.
- **Director Independence.** It is the policy of the Board that the Board consist of a majority of independent directors. On at least an annual basis (and whenever an individual is considered by the Corporate Governance/Nominating Committee for election as a director), management will collect information from the Company's records and, as appropriate, from the individual directors, to conduct an analysis of each current or prospective director's eligibility to be

classified as “independent” under the Corporation’s By-laws, these Guidelines, and applicable statutes and regulations (including applicable listing standards set forth by the Nasdaq Stock Market and rules and regulations issued by the Securities and Exchange Commission). This analysis shall address each individual’s eligibility to be classified as “independent” for purposes of serving on the Board and on each of the Board’s committees. This analysis shall be submitted to the Corporate Governance/Nominating Committee, which shall make a recommendation regarding each individual’s independence to the full Board, which in turn shall make the final determination of each individual’s independence.

- **Board Size.** The Company’s By-laws provide that the Board may determine the size of the Board from time to time. The Corporate Governance/Nominating Committee shall from time to time consider and make recommendations to the Board concerning the appropriate size and needs of the Board. In determining whether to change the size of the Board, the Corporate Governance/Nominating and Board will consider such factors that they deem to be appropriate to ensure that the Board as a body can perform its duties and execute its responsibilities in an efficient and effective manner, including (a) resignations, retirements, and the availability of appropriate, qualified candidates; (b) assuring that the Board has a small enough number to facilitate active discussions and decision-making; and (c) assuring that the Board has a sufficient number of directors to fulfill committee assignments and to provide the appropriate mix of continuity, experience, skills and diversity of viewpoints and backgrounds for the Board and its committees to perform their responsibilities in light of regulatory requirements and current business needs.
- **Selection Criteria.** The Corporate Governance/Nominating Committee shall consider candidates for election or reelection to the Board as well as candidates to fill new positions created by expansion or vacancies that occur due to resignation, retirement or for any other reason. Each candidate shall be selected for, among other things, the candidate’s applicable expertise and demonstrated excellence in his or her field, the usefulness of such expertise to the Company, the availability of the candidate to devote sufficient time and attention to the affairs of the Company, the existence of any relationship that would interfere with the exercise of the candidate’s independent judgment and the candidate’s demonstrated character and judgment. Candidates for directorship will be reviewed in the context of the existing membership of the Board (including the qualities and skills of the existing directors), the operating requirements of the Company and the long-term interests of its stockholders.
- **Director Service on Other Public Boards.** Directors who also serve as CEOs should not serve on more than two boards of public companies in addition to the Board. Non-CEO directors should not serve on more than four boards of public companies in addition to the Board. Directors should notify the chairperson of the Corporate Governance/Nominating Committee prior to accepting an invitation to serve on a public company board to permit the Corporate Governance/Nominating Committee to evaluate the relationship for a potential conflict of interest and to confirm that the director continues to have time available to perform his or her duties to the Company.
- **Directors Who Change Their Job Responsibility.** A director who retires from his or her present employment or who substantially changes his or her principal occupation or business association during his or her tenure as a director, shall notify the Board and the Corporate Governance/Nominating Committee promptly. The Board does not believe any director who retires from his or her present employment, or who materially changes his or her occupation or business association, should necessarily leave the Board; however, there should be an opportunity

for the Board, through the Corporate Governance/Nominating Committee, to review the continued appropriateness of Board membership under these circumstances. Factors to be considered by the Corporate Governance/Nominating Committee in its review include whether the change would result in a potential conflict of interest, prevent the director from having the time available to perform his or her duties to the Company or otherwise have an adverse impact on the Board, the Company or such director's service to the Company (for example, where the director becomes employed by a competitor to the Company). If the Corporate Governance/Nominating Committee determines that continued membership on the Board by the director is not appropriate, it shall so notify the director and such director shall promptly thereafter tender his or her resignation.

- **Director Compensation.** The Compensation Committee annually reviews the compensation of directors.
- **Retirement Age, Term Limits.** The Board does not believe it should establish mandatory retirement ages and term limits for directors. While term limits and mandatory retirement ages could help to ensure that there are fresh ideas and viewpoints available to the Board, they present the disadvantage of losing directors who have been able to develop, over a period of time, increasing insight into Cardiff Oncology and its operations and who, therefore, provide a valuable contribution to the Board as a whole. The Board believes that, as an alternative to mandatory retirement ages and term limits, it can ensure that the Board continues to evolve and adopt new ideas and viewpoints through the director nomination process described in these Guidelines.
- **Director Education.** The Company will provide for the continuing education of all directors and will periodically provide materials or educational seminars on matters relevant to the discharge of their duties. The Company will also provide new directors with an orientation program to familiarize such directors with the Company's business.
- **Communication with Stakeholders.** The CEO is responsible for establishing effective communications with the Company's stakeholder groups, i.e., stockholders, communities, suppliers, creditors, government agencies and corporate partners. It is the policy of the Company that management speaks for the Company. This policy does not preclude outside directors from meeting with stockholders, but it is suggested that in the majority of circumstances any such meetings be held with management present.
- **Director Resignation Process.** A resignation from a director shall only be considered "tendered" upon receipt by the Company's President and Chief Executive Officer. The director's resignation may be delivered to the Company's President and Chief Executive Officer personally, by courier, faxed (with confirmation of receipt by the transmitting machine and provided that the director has called and notified the Company's President and Chief Executive Officer prior to sending the fax), or mailed to the Company's President and Chief Executive Officer at the Company's principal executive offices. A resignation by the Company's President and Chief Executive Officer shall only be considered "tendered" upon receipt by the Chairman of the Board (or by the Lead Independent Director, if the President and Chief Executive Officer is also the Chairman of the Board). The resignation by the Company's President and Chief Executive Officer may be delivered to the Chairman of the Board or Lead Independent Director, as the case may be, personally, by courier, faxed (with confirmation of receipt by the transmitting machine and provided that the director has called and notified the Chairman of the Board or Lead Independent Director, as the case may be, prior to sending the fax), or mailed to the principal business office of the Chairman of the Board or Lead Independent Director, as the case may be.

Board Function

- **Frequency of Board Meetings.** A minimum of four regular meetings of the Board are currently held each year. The CEO, in consultation with the Chairman, determines the frequency and length of Board meetings. The Board reviews reports by management on the Company's performance and its plans and prospects during the regularly scheduled meetings and any special meetings. Directors are expected to prepare for, attend and participate in all Board meetings and all meetings of committees on which they serve.
- **Agendas and Materials for Board Meetings.** The CEO, in consultation with the Chairman, sets the agenda for each Board meeting. Board materials related to agenda items are provided to Board members sufficiently in advance of Board meetings to allow the directors to prepare for discussion of items at the meeting. Any member of the Board may request that an item be included on the agenda.
- **Board Presentations and Access to Information.** The Board encourages senior management to arrange presentations at Board meetings by managers and to provide other reports that will enhance the flow of meaningful business, financial, scientific, medical, regulatory and other relevant information to the Board. The Board encourages the presentation at meetings by members of management who can provide additional insight into matters being discussed or who have senior management potential that the CEO believes should be given exposure to the Board. Each Board member also has free access to Cardiff Oncology's management and other employees at, and outside of, Board meetings.
- **Independent Director Meetings.** The independent directors of the Board shall meet periodically, but no less than two times per year, in executive sessions. Independent director session discussions may include such topics as the independent directors determine. The independent directors generally do not take formal action at these sessions but make recommendations for consideration by the full Board. In addition, director meetings are held with the CEO, but not other members of management, for a general discussion of relevant subject matters.
- **CEO Performance Goals and Annual Evaluation.** The Compensation Committee establishes the evaluation process for the CEO's performance and determines the specific criteria or goals on which the performance of the CEO is evaluated. The committee meets annually with the CEO to receive his or her recommendations concerning such goals. The Compensation Committee reviews the CEO's performance on an annual basis and communicates the results of its review to the full Board. The Board then meets with the CEO to evaluate his or her performance against such goals.
- **CEO Succession Plan.** The Board has established a CEO succession plan pursuant to which the Corporate Governance/Nominating Committee will periodically review the Company's CEO succession planning and report its findings to the Board. If a new CEO must be appointed, the Board will convene a special meeting to select an interim CEO and initiate a search to locate a qualified candidate for CEO, unless in the Board's judgment, a permanent replacement CEO is prepared to succeed the outgoing CEO and it is in the Company's interest to announce the succession immediately. The CEO succession plan will be reviewed and approved by the Board annually.

- **Risk Oversight.** The Board shall have general oversight of the management of the Company's risks. The Board shall, as appropriate, consider risks among other factors in reviewing the Company's strategy, business plan, budgets, and major transactions. In addition, each of the Board's committees shall assist the Board in overseeing the management of the Company's risks within the areas delegated to such committees. In particular, the Audit Committee shall review a report from management on at least an annual basis on the risks facing the Company, management's actions to address those risks, and the Company's risk management processes. Such report shall also be provided to the Board.
- **Access to Independent Advisors/Experts.** The Board and each of its committees have the right at any time to retain and direct independent financial, legal or other advisors or experts, with funding provided by Cardiff Oncology.
- **Board and Committee Evaluations.** Board members perform on an annual basis a self-evaluation of the performance and effectiveness of the Board as a whole, as well as its committees. Their assessments are organized and summarized for discussion at the Board and respective committee meeting following the evaluation.

Committee Function

- **Committees.** It is the general policy of Cardiff Oncology that all major decisions shall be considered by the Board as a whole. The committee structure of the Board reflects this and is limited to those committees considered to be basic to or required for the operation of a public company. The Board has three standing committees: Audit; Compensation; and Corporate Governance/Nominating. From time to time, the Board may establish a new committee or disband a current committee depending upon internal circumstances or external requirements. The Board or committees may create subcommittees as they deem appropriate.
- **Committee Charters.** The Board has adopted written charters for each standing committee, which set forth the full authority and responsibilities of each such committee. The Board may adopt resolutions pertaining to the authority and responsibilities of each committee.
- **Committee Member Selection.** The Board, upon recommendation of the Corporate Governance/Nominating Committee, designates the members and chairpersons of each committee. All of the members of the Audit, Compensation and Corporate Governance/Nominating Committees will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market.
- **Committee Meetings.** Each committee has the number of meetings annually provided for in its charter, with additional meetings occurring (or action to be taken by unanimous consent) when deemed necessary or desirable by the committee or its chair. The CEO, in consultation with the chairperson of the committee, sets the agenda for each committee meeting. Members of a committee are free to make suggestions for additions to the agenda or to request that an item from a committee agenda be considered by the full Board. The agenda, materials and minutes for each committee meeting are available to all directors, and all directors are free to attend any committee meeting. Cardiff Oncology provides to each committee access to employees and other resources to enable committee members to carry out their responsibilities.

Periodic Review and Disclosure of Guidelines

- **Periodic Review.** The Corporate Governance/Nominating Committee shall review these Guidelines no less than annually and shall recommend any changes to the Board for its approval. As part of its review, the Corporate Governance/Nominating Committee will consider whether the principles and practices have been, and are likely to continue to be, effective in enabling the Board to fulfill its responsibilities. The Corporate Governance/Nominating Committee may also compare current practices to the expectations of stockholders (including institutional investors); changes in the law or regulations; and the practices of boards of other leading companies.’
- **Disclosure.** These Guidelines shall be posted on the Company’s external website.