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CARDIFF ONCOLOGY, INC.

COMPENSATION COMMITTEE CHARTER

This Charter sets forth the purpose, composition, operations, responsibilities, duties and powers of the Compensation Committee (the “Committee”) of the Board of Directors (the “Board”) of Cardiff Oncology, Inc. (the “Company”).

Purpose

The purpose of the Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s directors and Executive Officers (as defined below). The Committee has overall responsibility for evaluating the Company’s compensation and benefit plans, policies and programs and insuring overall alignment to the corporate compensation philosophy. The Committee also is responsible for preparing any report on executive compensation required by the rules and regulations of the U.S. Securities and Exchange Commission (the “SEC”).

Committee Membership

The Committee shall consist of two or more members who shall be appointed by the Board. Each member of the Committee shall qualify as (i) an independent director and satisfy other requirements under the standards established by the Nasdaq Stock Market, (ii) to the extent required by the Board, a “non-employee director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and (iii) to the extent required by the Board, an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the “Code”), and, (iv) to the extent required by the Board, shall satisfy any other applicable standards of independence under the federal securities and tax laws. In the event that any member of the Committee does not qualify as a “non-employee director” for purposes of Section 16 of the Exchange Act, then all compensation that is intended to be exempt from Section 16 shall also be approved by the Board or a subcommittee made up of members of the Board who qualify as non-employee directors. In the event that any member of the Committee does not qualify as an “outside director” for purposes of Section 162(m) of the Code, then all compensation that is intended to be exempt from Section 162(m) of the Code shall also be approved by a subcommittee made up of members of the Board who qualify as outside directors.

The members of the Committee shall be elected by the Board annually at a meeting, when a vacancy exists or at such other time as the Board may determine, in accordance with the Company’s Certificate of Incorporation. Committee members shall serve until their successors shall be duly elected and qualified or until their earlier death, disability, resignation or removal. The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Compensation Committee.

Committee Duties and Responsibilities

The Committee’s duties and responsibilities shall include the following and such other matters as may be delegated to the Committee by the Board from time to time:

1. The Committee shall recommend to the Board for approval the overall compensation philosophy for the Company and shall periodically review the overall compensation philosophy for all employees to ensure that it is appropriate and does not incentivize unnecessary and excessive risk taking that would be reasonably likely to have a material adverse effect on the Company.
2. The Committee shall annually review and make recommendations to the Board for approval, as necessary or appropriate, with respect to the Company's compensation plans, including annual incentive compensation plans, salary plans, benefit plans and equity-based plans, and any proposed changes thereto, administer or oversee the administration of these plans and discharge any responsibilities imposed on the Committee by any of these plans.
3. Without limiting the generality of (2) above, the Committee shall annually review all compensation arrangements with the CEO, the CEO's direct reports, the Chief Financial Officer and any other executive officers (as defined in Rule 3b-7 of the Exchange Act) of the Company (collectively, the "Executive Officers"), including (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits. In conducting such annual reviews, the Committee shall review the corporate goals and objectives relevant to such compensation, the Executive Officers' performance in light of those goals and objectives, the Company's stockholder returns, the value of incentive awards to CEOs and officers at comparable companies and the awards given to the Executive Officers in past years. Based on this annual review, the Committee shall determine and approve or, at the discretion of the Committee, recommend to the Board for determination and approval, the compensation and other terms of employment of each officer, in each case to the extent not in conflict with any Executive Officer employment agreements then in effect. The Compensation Committee shall consider the results of the most recent say-on-pay vote in evaluating and determining executive compensation.
4. The Committee shall oversee the Company's regulatory compliance with respect to compensation matters, including the Company's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been obtained for purposes of Section 162(m) of the Code.
5. The Committee shall make periodic reports to the Board, and not less than once a year, on all matters for which the Committee has been delegated responsibility and as it deems appropriate. These reports may take the form of an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make such reports.
6. The Committee shall review and discuss with management, prior to the filing of the Company's annual proxy statement or annual report on Form 10-K, the disclosure relating to executive compensation, including the Compensation Discussion and Analysis and executive and director compensation tables as required by SEC rules. The Committee shall prepare an annual report regarding executive compensation for inclusion in the Company's annual proxy statement or annual report on Form 10-K, as the case may be and if applicable, in accordance with applicable SEC rules and regulations.

7. The Committee shall, periodically as necessary, review and make recommendations to the Board with respect to the compensation of directors.
8. The Committee shall periodically approve the funding and investment policies and review performance of all pension/retirement benefit and deferred compensation plans of the Company and its subsidiaries.
9. The Committee shall undertake and review with the Board an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this Charter and set forth the goals and objectives of the Committee for the upcoming year. The Committee shall conduct such performance evaluation in such manner as the Committee deems appropriate, and may report the results of its performance evaluation through an oral report by the Chair of the Committee or any other member of the Committee designated by the Committee to make this report.
10. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
11. The Committee shall exercise such other powers and perform such other duties and responsibilities as are consistent with this Charter, the Company's By-Laws and applicable law, rules and regulation, and as the Committee or the Board deems necessary or appropriate.

Operations

The Board shall designate one member of the Committee as its Chair. The affirmative vote of a majority of the members of the Committee is necessary for the adoption of any resolution. The Committee shall meet when deemed necessary or desirable by a majority of the Committee members or the Chair of the Committee. Members of the Committee may participate in a meeting of the Committee by means of conference call or similar communications equipment by means of which all persons participating in the meeting can hear each other. The Committee may invite such members of management to its meetings as it may deem desirable or appropriate, consistent with the maintenance of the confidentiality of compensation discussions, provided, however, that the Committee shall meet in executive session and the CEO may not be present during the Committee's voting or deliberations on the compensation of the CEO.

The agenda of each Committee meeting shall be established by the Chair of the Committee with the assistance of appropriate members of management. Each Committee member is free to suggest the inclusion of items on the agenda. Each Committee member is free to raise at any Committee meeting subjects that are not on the agenda for that meeting.

The Committee may create one or more subcommittees of members of the Committee and may delegate, in its discretion, all or a portion of its duties and responsibilities to such subcommittees.

Notwithstanding anything contained in this Charter, the Board shall retain the power to appoint one or more temporary special purpose committees of the Board for the purpose of determining or approving compensation and equity grants to be made under the Company's compensation plans to employees that are not Executive Officers (such as, for example, year end performance-related bonuses, salary increases and incentive grants).

Committee Authority and Resources

The Committee shall have the sole authority, without further approval by the Board, to select, retain, compensate, oversee and terminate any compensation consultant to be used to assist in the evaluation of director, CEO, officer and the Company's other compensation and benefit plans and to approve the consultant's fees and other retention terms. The intent and objectives of such a study or evaluation would be reviewed with the Committee prior to engagement, and upon completion, a full report of findings and recommended actions would be presented to the Committee for review and approval. In addition, the Committee may select or retain advice and assistance from internal or external legal, accounting or other advisers as the committee determines to be necessary or advisable in connection with the discharge of its duties and responsibilities hereunder and shall have the direct responsibility to appoint, compensate and oversee such advisors.

The Company shall pay to any compensation consultant or outside accounting, legal or other adviser retained by the Committee pursuant to the preceding paragraph such compensation, including, without limitation, usual and customary expenses and charges, as shall be determined by the Committee. The Company also shall pay such ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Compensation Adviser Independence Evaluation

To the extent required by the listing standards of the Nasdaq Stock Market or SEC rules, before engaging, or receiving advice from, a compensation consultant, external legal counsel or any other advisor, the Committee shall consider the independence of each such advisor by taking into account the following factors and any other factors required by Nasdaq or the SEC and corresponding rules that may be amended from time to time, including any exceptions permitted by such rules:

1. the provision of other services to the Company by the employer of the compensation consultant, counsel or other advisor (the "Advisory Firm");
2. the amount of fees received from the Company by the Advisory Firm, as a percentage of the Advisory Firm's total revenue;
3. the Advisory Firm's policies and procedures that are designed to prevent conflicts of interest;
4. any business or personal relationship of the compensation consultant, counsel or other advisor with a member of the Committee;
5. any stock of the Company owned by the compensation consultant, counsel or other advisor; and
6. any business or personal relationship between an executive officer of the Company and the compensation consultant, counsel, other advisor or the Advisory Firm.