

Effective Date: January 1, 2016

Revision 01 Date: April 25, 2016

Revision 02 Date: May 8, 2020

CARDIFF ONCOLOGY, INC.

WHISTLEBLOWER POLICY FOR ACCOUNTING AND AUDITING MATTERS

1. Purpose

Cardiff Oncology, Inc. and its subsidiaries (collectively, the “Company”) are committed to the highest standards of ethical, honest and legal business conduct. In line with this principle and our commitment to open communication, this policy provides an avenue for employees to bring to our attention illicit or illegal conduct and reassurance that they will be protected from reprisals for raising such concerns. This policy is intended to cover protections for bringing to our attention questionable business conduct at the Company such as:

- irregular accounting methods, auditing conduct or financial reporting practices;
- violations of state or federal securities laws, including, but not limited to, the Foreign Corrupt Practices Act (FCPA), Sarbanes-Oxley Act (SOX), and the Dodd-Frank Act;
- fraud, deliberate error, misrepresentation or false statement in the preparation, evaluation, review, recording, maintaining or audit of any financial statement or audit report by the Company; and
- deficiencies in or noncompliance with the Company’s internal accounting controls.

The Company will communicate this policy to all Persons (defined below). This policy is intended to comply with the requirements of Section 301 of the Sarbanes-Oxley Act and Section 922 of the Dodd-Frank Act of 2010. In addition to this policy, the Company has also adopted a Code of Business Conduct and Ethics, which provides additional information with respect to the Company’s commitment to maintaining high standards of integrity and conduct and provides an additional avenue for reporting misconduct.

2. Policy

It is the policy of the Company to encourage employees, directors, officers, stockholders and others (“Persons”), when they, in good faith, reasonably believe that any questionable business conduct has occurred, is occurring or is about to occur, to immediately report those concerns (such Person that reports the questionable business conduct, a “Reporting Person”). Such Reporting Persons are permitted to report questionable business conduct on a confidential or anonymous basis.

The Company strictly prohibits direct or indirect discrimination, retaliation or harassment of any kind by any Company officer, director, employee or agent against any Reporting Person who in good faith reports or participates in an investigation of reported complaints of questionable or illicit business conduct.

3. How to Make a Report

The procedures in this policy are intended for serious and sensitive issues. If a Person has reason to believe that there exists questionable or illicit conduct, including conduct related to accounting methods, auditing conduct or financial reporting practices, or as otherwise identified herein, the Person should immediately report those facts, including on a confidential, anonymous basis, as follows:

3.1. By contacting the Company's Hotline administered by Lighthouse Services, Inc., an independent third party, via the following methods:

(1) Toll-Free Telephone:

- English speaking (USA and Canada): 844-280-0005
- Spanish speaking (USA and Canada): 800-216-1288
- Spanish speaking (Mexico): 01-800-681-5340
- French speaking (Canada): 855-725-0002

(2) Website: www.lighthouse-services.com/cardiffoncology

(3) E-mail: reports@lighthouse-services.com (must include company name with report)

(4) Fax: 215-689-3885 (must include company name with report)

3.2. By contacting the Company's Chief Executive Officer (who is the Company's Corporate Compliance Officer) through email to merlander@cardiffoncology.com, by telephone to (858) 952-7680, or through regular or interoffice mail marked CONFIDENTIAL and addressed as follows:

Chief Executive Officer
Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

3.3. By contacting the Chair of the Audit Committee through email to AC@cardiffoncology.com, or through regular or interoffice mail marked CONFIDENTIAL and addressed as follows:

Chair of the Audit Committee
c/o President and Chief Executive Officer
Cardiff Oncology, Inc.
11055 Flintkote Avenue
San Diego, CA 92121

Furthermore, Persons may raise such concerns directly with their supervisor.

4. Reporting Procedures

4.1. If a Person has reason to believe that a member or members of Executive Management are involved, the Person is encouraged to first immediately in good faith report those facts to the

Chair of the Audit Committee of the Company's Board of Directors. Any other questions, concerns, suggestions, or complaints should be reported through normal channels such as to your supervisor. If the Reporting Person so requests, all communications, the identity of the reporter, and the subsequent investigation will be treated as confidential.

- 4.2. The earlier a concern is expressed, the easier it is to take action. To that end, Persons are encouraged to bring concerns to any of the individuals identified above as soon as possible. Although the Reporting Person is not expected to prove the truth of an allegation, he or she should be able to demonstrate that the report is being made in good faith with reasonable factual support.
- 4.3. We encourage Reporting Persons to put their names to allegations as appropriate follow up questions and investigation may require more detailed information from the source of the information in order to quickly and efficiently ascertain the appropriateness of the reported incident. However, Reporting Persons who prefer anonymity may report questionable business conduct anonymously.
- 4.4. Violations or suspected violations may be submitted on a confidential basis. If requested by the Reporting Person, reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct and conclude a thorough investigation.
- 4.5. If a Person who has made or participates in the investigation of such a report has reason to believe that he/she has been or will be discriminated against, retaliated against, or harassed, the Person should immediately report those facts to any of those mentioned in Section 3 above.
- 4.6. This policy only applies to allegations made in good faith with reasonable belief in the accuracy of the allegations. Allegations made in bad faith may result in disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution.

5. Investigations

- 5.1. All complaints under this policy will be promptly and thoroughly investigated under Audit Committee direction and oversight, and all information disclosed during the course of the investigation will remain confidential if requested by the Reporting Person, except as necessary to conduct, conclude, and, if appropriate, prosecute the investigation. The Audit Committee has the authority to engage legal counsel and such other parties as it deems to be appropriate to assist it with, and in the committee's discretion to conduct, the investigation of any complaint under this policy.
- 5.2. All employees, directors and officers have a duty to promptly cooperate and provide accurate information in connection with any investigation of reports of questionable conduct, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters.
- 5.3. Prompt and appropriate corrective action will be taken as and when warranted. Persons responsible for the business misconduct, or those failing to cooperate or who provide false information during an investigation, will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution.

- 5.4. The Audit Committee will retain as a part of its records such complaints or concerns for a period of at least three (3) years.
- 5.5. This policy is intended to encourage and enable Persons to raise good faith concerns about questionable or illicit conduct to designated Company personnel prior to providing any notification outside the Company. However, nothing in this policy is intended to prevent a Person from reporting information to the appropriate governmental agency when the Person has reasonable cause to believe that a violation of law has occurred.

6. Modification

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable legal requirements and/or to accommodate Company organizational changes.