

DOGWOOD THERAPEUTICS, INC.

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

1. Authority and Purpose

The Board of Directors (the “Board”) of Dogwood Therapeutics, Inc. (the “Company”) hereby establishes a Nominating and Governance Committee (the “Committee”) to: (a) assist the Board in identifying nominees for election to the Board, consistent with the qualifications and criteria approved by the Board; (b) determine the composition of the committees of the Board; (c) recommend to the Board the director nominees for the annual meeting of stockholders; (d) develop, oversee and make recommendations to the Board regarding the Company’s corporate governance guidelines and procedures; (e) establish and monitor a process of assessing the Board’s effectiveness; and (f) oversee the evaluation of the Board. The Committee shall undertake those specific duties and responsibilities set forth below and such other duties as the Board shall from time to time prescribe.

2. Composition

The Committee members shall be appointed by the Board from among its members. The Committee will consist of at least two members. Unless otherwise directed by the Board, each Committee member shall serve until such member ceases to serve as a member of the Board or until his or her successor has been appointed by the Board. A Committee member may be removed at any time by the Board. The Board shall designate a Committee member as the chairperson of the Committee (the “Chairperson”).

Each member of the Committee shall satisfy the independence requirements of the listing standards of the Nasdaq Capital Market or such other national securities exchange on which the Company’s securities are then listed (as the same may be amended from time to time), the independence standards requirements established by the Board (as the same may be amended from time to time) and all other regulatory requirements.

3. Structure and Meetings

The Committee shall conduct its business in accordance with this Charter, the Company’s By-laws and any direction by the Board.

The Committee shall meet at least once each year with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable by the Committee. The Committee shall be governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with any provision of this Charter, the By-laws of the Company, or the laws of the State of Delaware. In the event of a tie vote on any issue, the Chairperson’s vote shall decide the issue. The Committee shall keep written minutes of its meetings, which shall be filed with the minutes of the meetings of the Board.

The Committee may form and delegate authority to subcommittees when appropriate.

The Chairperson (or other member designated by the Chairperson or the Committee in the Chairperson's absence) shall regularly report to the full Board on the Committee's proceedings and any actions taken by the Committee.

4. Authority and Responsibilities

The Committee shall have the authority and responsibility for:

- (a) Corporate Governance Guidelines.
 - (i) Developing and recommending to the Board and overseeing a set of corporate governance principles applicable to the Company that shall include, at a minimum, director qualifications and responsibilities, responsibilities of key Board committees, director compensation, director access to management and, as necessary and appropriate, independent advisors, annual Board performance evaluations, director orientation and continuing education, and management selection and succession.
 - (ii) Developing and recommending to the Board, and implementing and monitoring compliance with, a Code of Business Conduct and Ethics (the "Code of Conduct") for directors, officers and employees. The Code of Conduct shall include, at a minimum, rules addressing conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of the Company's assets, compliance with applicable laws, rules and regulations (including insider trading laws), and the reporting of illegal or unethical behavior.
 - (iii) Reviewing and reassessing the adequacy of such corporate governance principles, Code of Conduct, Certificate of Incorporation and By-Laws on a periodic basis; and recommending to the Board any changes the Committee deems appropriate.
 - (iv) Making recommendations to the Board regarding any non-compliance with, waivers to, or alteration of, the principles or Code of Conduct, including consideration of possible conflicts of interest of Board members and executive officers.
 - (v) Reviewing changes in legislation, regulations and other developments impacting corporate governance and making recommendations to the Board with respect to these matters.
- (b) Review of Board and Committee Composition and Performance.
 - (i) Developing and recommending to the Board a self-evaluation process and overseeing the evaluation of the Board, each Board committee and management no less than annually.
 - (ii) Conducting annual reviews of each director's independence and making recommendations to the Board based on the Committee's findings.
 - (iii) Assessing the Board's composition on an annual basis, including size of the Board, diversity, age, skills and experience in the context of the needs of the Board.
 - (iv) Reviewing and advising the Board on composition and minimum member qualifications for the Board and each Board committee, committee member appointments and removals, committee structure and operations (including authority to delegate to subcommittees), committee performance and committee reporting to the Board.

(v) Identifying individuals qualified to become Board members, consistent with the qualifications and criteria approved by the Board, and recommending to the Board the director nominees for the next annual meeting of stockholders. Among the qualifications to be considered in the selection of candidates are broad experience in business, finance or administration; familiarity with the Company's industry; and prominence and reputation. Since prominence and reputation in a particular profession or field of endeavor are what brings most persons to the Board's attention, there is the further consideration of whether the individual has the time available to devote to the work of the Board and one or more of its committees. The Committee should also review the activities and associations of each candidate to ensure that there is no legal impediment, conflict of interest, or other consideration that might hinder or prevent service on the Board. The screening process shall include a background evaluation and independence determination.

(vi) Advising the Board on candidates for the position of Chairman of the Board, and conducting investigations of such candidates as the Committee and the Board may deem appropriate.

(c) Executive Officers.

(i) Advising the Board on candidates for the position of Chief Executive Officer and conducting investigations of such candidates as the Committee and the Board may deem appropriate.

(ii) Advising the Board on possible candidates to fill other executive offices of the Company and conducting investigation of such candidates as the Committee and the Board may deem appropriate.

(iii) Reviewing periodically with the Chairman of the Board and Chief Executive Officer the succession plans relating to positions held by elected corporate officers and making recommendations to the Board with respect to the selection of individuals to occupy these positions.

5. Performance Evaluation

The Committee shall annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for approval. The Committee shall also perform an annual evaluation of its own performance. In conducting this review, the Committee shall address all matters that it considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board; the manner in which they were discussed or debated; and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in an appropriate manner.

6. Committee Resources

The Committee shall be empowered, without the approval of the Board, to engage or compensate independent legal, accounting or other advisors as it determines necessary to carry out its duties; including the sole authority to retain and terminate any search firm to be used to identify director candidates and to approve such firm's fees and other retention terms. The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of (a) compensation to any advisor employed by the Committee; and (b) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Adopted on December 16, 2020