

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

Cardiff Oncology, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS

The Special Meeting of Stockholders of Cardiff Oncology, Inc. will be held on October 22, 2026, at 8:00 a.m. local time at the Company's offices located at 11055 Flintkote Avenue, San Diego, California 92121

PROXY STATEMENT IS AVAILABLE AT:

<https://annualgeneralmeetings.com/crdfsp2026>

Dear Stockholder:

The Special Meeting of Stockholders of Cardiff Oncology, Inc. has been called to consider and act upon the following matters:

Proposal 1: The adoption and approval of an amendment to our Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of our capital stock from 170,000,000 to 320,000,000 and increase the number of authorized shares of our common stock from 150,000,000 to 300,000,000.

Proposal 2: The approval of a proposal to adjourn the Special Meeting to a later date or dates, if necessary, to permit further solicitation of proxies in the event that there are insufficient votes for the adoption and approval of Proposal 1.

Our Board of Directors recommends a vote "FOR" proposals 1 and 2.

You are receiving this communication because you hold shares in the company named above. Complete proxy materials, including the proxy card, are available to you on-line at <https://annualgeneralmeetings.com/crdfsp2026> or upon your request by e-mail or first-class mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

This is not a ballot. You cannot use this notice to vote your shares. You may vote on-line, by mail or in person. If you wish to vote on-line, you will need your "Control Number" (which can be found in the bottom right hand corner of this notice) and the web address, all of which will be included with or on the proxy card located on the Internet website stated above or mailed to you at your request. No other personal information will be required in order to vote in this manner. If you wish to vote by mail, simply print out the proxy card located on the Internet website stated above, mark the proxy card accordingly, sign and return it to us at the address indicated on the proxy card. If you wish to vote in person at the Special Meeting of Stockholders, simply check the box on the proxy card that you plan to attend. Your proxy card will not be used if you vote in person. Please check the meeting materials for any special requirements for meeting attendance and how to obtain directions to the meeting.

Control Number:

**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting To Be Held on October 22, 2026:**

- (1) This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.
- (2) The Proxy Statement is available at <https://annualgeneralmeetings.com/crdfsp2026>
- (3) If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before October 8, 2026 to facilitate timely delivery.

To request a paper copy of these items:

- Call our toll-free number – 1-800-785-3033; or
- Visit our website at <https://annualgeneralmeetings.com/crdfsp2026>; or
- Send us an e-mail at cs@pacificstocktransfer.com.

Please clearly identify the items you are requesting; Cardiff Oncology, Inc., and your name along with the Control Number located in the lower right hand corner of this notice and the name and address to which the materials should be mailed.

By Order of the Board of Directors

/s/ Dr. Rodney S. Markin MD, Ph.D. Chairman of the
Board of Directors

Control Number:
