

KURA ONCOLOGY, INC.

CHARTER OF THE LEAD INDEPENDENT DIRECTOR

PURPOSE

When the positions of Chief Executive Officer and Chairman of the Board of Directors (the “*Board*”) of Kura Oncology, Inc. (the “*Company*”) are combined or the Chairman is not an “*independent director*” under NASDAQ Marketplace Rule 4200(a)(15), the independent Directors shall appoint one independent Director (the “*Lead Independent Director*”) to serve at the pleasure of the Board with the following responsibilities, authority and duties and as otherwise directed by the Board from time to time.

APPOINTMENT

The Lead Independent Director shall be appointed annually and shall serve until his or her successor is duly appointed, or until his or her earlier removal or resignation or such time as he or she is no longer an independent director of the Board. Although appointed annually, the Lead Independent Director is generally expected to serve for more than one year.

QUALIFICATIONS

In appointing a Lead Independent Director, the independent Directors of the Board shall consider any and all factors they deem appropriate which may include:

- the Director’s understanding of the business and affairs of the Company;
- the Director’s willingness and ability to devote a substantial amount of time to the position;
- the Director’s experience serving on public company boards and senior management roles; and
- the Director’s judgment and leadership skills.

RESPONSIBILITIES AND DUTIES

The Lead Independent Director will have the following responsibilities and duties:

- presiding at all meetings of the Board at which the Chairman is not present;
- ensuring that independent directors have adequate opportunities to meet and discuss issues in session of the independent directors without management of the Company present, and serving as chair of such meetings;
- serving as principal liaison between the independent directors and the Chief Executive Officer and between the independent directors and senior management of the Company;
- communicating to management of the Company, as appropriate, the results of meeting sessions among independent directors;
- responding directly to shareholder questions that are directed the Lead Independent Director or the independent directors as a group, following consultation with the CEO and other directors;

- in conjunction with the Chairman, ensuring that resources and expertise are available to the Board so that it may function effectively and efficiently (including the retention of any outside advisors) and ensuring that any outside advisors retained by the Board are appropriately qualified and independent in accordance with applicable law;
- in consultation with the Nominating and Governance Committee, review and report on the results of Board and Committee performance self-evaluations and solicit feedback from members of the Board individually or collectively and facilitate Board discussions regarding Board effectiveness and composition; and
- performing such other duties as the Board may from time to time direct.

APPROVAL AND ANNUAL REVIEW OF CHARTER

This Charter of the Lead Independent Director was recommended by the Nominating and Governance Committee and approved by the independent members of the Board on March 12, 2020. The Nominating and Governance Committee, in consultation with the Lead Independent Director, shall review the adequacy of this Charter annually and recommend to the Board any modifications or changes for approval by the independent members of the Board.

Approved by Board of Directors: March 12, 2020.