

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

SCHEDULE 14A INFORMATION

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

BLACK DIAMOND THERAPEUTICS, 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 all boxes that apply):

- 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
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BLACK DIAMOND THERAPEUTICS, INC.
245 First Street, 18th Floor
Cambridge, MA 02142

NOTICE OF 2026 ANNUAL MEETING OF STOCKHOLDERS

To be held online on June 26, 2026 at www.virtualshareholdermeeting.com/BDTX2026

Notice is hereby given that the 2026 Annual Meeting of Stockholders, or the Annual Meeting, of Black Diamond Therapeutics, Inc., will be held online on June 26, 2026 at 9:00 a.m. Eastern Time. The Annual Meeting will be held as a virtual meeting, which will be conducted via live webcast. You may attend the meeting online, vote your shares electronically and submit questions by visiting www.virtualshareholdermeeting.com/BDTX2026.

The purpose of the Annual Meeting is the following:

1. To elect two Class III director nominees to our board of directors, each to serve until the Company's 2029 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal;
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026;
3. To approve, on a non-binding, advisory basis, the compensation of our named executive officers;
4. To vote, on a non-binding, advisory basis, on the preferred frequency of future non-binding, advisory votes to approve the compensation of our named executive officers; and
5. To transact any other business properly brought before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

Only Black Diamond Therapeutics, Inc. stockholders of record at the close of business on April 28, 2026, the record date for the Annual Meeting, are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement of the Annual Meeting.

You can find more information on each of the matters to be voted on at the Annual Meeting, including information regarding the nominees for election to our board of directors, in the accompanying proxy statement. Our board of directors recommends a vote "FOR" the election of each of the two nominees for Class III directors, "FOR" the ratification of the appointment of our independent registered public accounting firm for the fiscal year ending December 31, 2026, "FOR" the approval of a non-binding, advisory vote on the compensation of our named executive officers, and for every "ONE YEAR," on a non-binding, advisory basis, as the preferred frequency of future non-binding, advisory votes to approve the compensation of our named executive officers, as disclosed in more detail in the accompanying proxy statement.

We are pleased to take advantage of the rules of the Securities and Exchange Commission, or the SEC, that allow companies to distribute their proxy materials over the Internet under the "notice and access" approach. As a result, we are mailing to our stockholders a Notice of Internet Availability of Proxy Materials, or Notice of Availability, instead of a paper copy of our proxy materials and our Annual Report to Stockholders for the fiscal year ended December 31, 2025, or the 2025 Annual Report. We will mail the Notice of Availability on or about April 29, 2026, and it contains instructions on how to access those documents and to cast your vote via the Internet or by telephone. This process allows us to provide our stockholders with the information they need on a more timely basis, while reducing the environmental impact and lowering the costs of printing and distributing our proxy materials. If you would like to receive a

printed copy of our proxy materials, including our proxy statement, our 2025 Annual Report and a form of proxy card, free of charge, please follow the instructions on the Notice of Availability.

Please see the “General Information” section of the proxy statement that accompanies this notice for more details regarding the logistics of the virtual Annual Meeting, including the ability of stockholders to submit questions during the Annual Meeting, and technical details and support related to accessing the virtual platform. There is no physical location for the Annual Meeting. You will not be able to attend the Annual Meeting in person.

Your vote is important. Whether or not you are able to attend the Annual Meeting virtually and vote your shares online, it is important that your shares be represented. To ensure that your vote is recorded promptly, please vote as soon as possible, even if you plan to attend the Annual Meeting, by submitting your proxy via the Internet at the address listed on the Notice of Availability, by telephone as described in the instructions included in the Notice of Availability or, if you requested copies of the proxy materials by mail, by completing, signing, dating and returning the proxy card. Submitting your vote via the Internet or by telephone or proxy card will not affect your right to vote online during the Annual Meeting if you decide to attend the Annual Meeting. If your shares are held in “street name” (i.e., held for your account by a broker or other nominee), you will receive instructions from your broker or other nominee explaining how to vote your shares, and you will have the option to cast your vote by telephone or over the Internet if your voting instruction form from your broker or nominee includes instructions and a toll-free telephone number or Internet website to do so. In any event, to be sure that your vote will be received in time, please cast your vote by your choice of available means, at your earliest convenience.

By order of the Board of Directors,

/s/ Mark A. Velleca

Mark A. Velleca

President and Chief Executive Officer

Cambridge, Massachusetts
April 29, 2026

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BLACK DIAMOND THERAPEUTICS, INC.
245 First Street, 18th Floor
Cambridge, MA 02142

**PROXY STATEMENT
FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS TO
BE HELD JUNE 26, 2026**

This proxy statement contains information about the 2026 Annual Meeting of Stockholders, or the Annual Meeting, of Black Diamond Therapeutics, Inc., which will be held on June 26, 2026 at 9:00 a.m. Eastern Time. The Annual Meeting will be a virtual meeting, which will be conducted via live webcast. You may attend the meeting online, vote your shares electronically and submit questions by visiting www.virtualshareholdermeeting.com/BDTX2026. The board of directors of Black Diamond Therapeutics, Inc., or our board of directors, is using this proxy statement to solicit proxies for use at the Annual Meeting. In this proxy statement, the terms “Black Diamond Therapeutics,” “Black Diamond,” the “Company,” “we,” “us,” “our,” and similar designations refer to Black Diamond Therapeutics, Inc. and, where appropriate, our subsidiary. The mailing address of our principal executive offices is Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142.

Please see the “General Information” section of this proxy statement for more details regarding the logistics of the virtual Annual Meeting, including the ability of stockholders to submit questions during the Annual Meeting, and technical details and support related to accessing the virtual platform. You will not be able to attend the Annual Meeting in person.

All properly submitted proxies will be voted in accordance with the instructions contained in those proxies. If no instructions are specified, the proxies will be voted in accordance with the recommendation of our board of directors with respect to each of the matters set forth in the accompanying Notice of Meeting. You may revoke your proxy at any time before it is exercised at the meeting by giving our Corporate Secretary written notice to that effect.

We made this proxy statement and our Annual Report to Stockholders for the fiscal year ended December 31, 2025, or the 2025 Annual Report, available to stockholders on or about April 29, 2026.

We are a “smaller reporting company,” as defined by Rule 12b-2 of the Exchange Act of 1934, as amended, or the Exchange Act, meaning that the market value of our stock held by non-affiliates is less than \$700 million and our annual revenue was less than \$100 million during the most recently completed fiscal year. We may continue to be a smaller reporting company if either (i) the market value of our stock held by non-affiliates is less than \$250 million or (ii) our annual revenue was less than \$100 million during the most recently completed fiscal year and the market value of our stock held by non-affiliates is less than \$700 million. As a smaller reporting company, we may continue to rely on exemptions from certain disclosure requirements that are available to smaller reporting companies despite the loss of emerging growth company status. For so long as we remain a smaller reporting company, we are permitted and intend to rely on exemptions from certain disclosure and other requirements that are applicable to other public companies that are not applicable to a smaller reporting company. We have taken advantage of certain reduced reporting obligations in this proxy statement.

**Important Notice Regarding the Availability of Proxy Materials for
the Annual Meeting of Stockholders to be Held on June 26, 2026:**

**This proxy statement, the accompanying proxy card and our 2025 Annual Report are available for viewing,
printing and downloading at www.proxyvote.com.**

A copy of our Annual Report on Form 10-K for the fiscal year ended December 31, 2025, as filed with the SEC, except for exhibits, will be furnished without charge to any stockholder upon written request to Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary. This proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2025 are also available on the SEC's website at www.sec.gov. We do not incorporate the information contained on, or accessible through, our corporate website into this proxy statement, and you should not consider it a part of this proxy statement. We have included our website in this proxy statement solely as an inactive textual reference.

BLACK DIAMOND THERAPEUTICS, INC.
PROXY STATEMENT
FOR THE 2026 ANNUAL MEETING OF STOCKHOLDERS
GENERAL INFORMATION

When are this proxy statement and the accompanying materials scheduled to be sent to stockholders?

We have elected to provide access to our proxy materials to our stockholders via the Internet. Accordingly, on or about April 29, 2026, we will begin mailing the Notice of Availability. Our proxy materials, including the Notice of the 2026 Annual Meeting of Stockholders, this proxy statement and the accompanying proxy card or, for shares held in “street name” (i.e., held for your account by a broker, bank or other nominee), a voting instruction form, and the 2025 Annual Report will be mailed or made available to stockholders on the Internet on or about the same date.

Why did I receive a Notice of Internet Availability of Proxy Materials instead of a full set of proxy materials?

Pursuant to rules adopted by the SEC, we are providing access to our proxy materials over the Internet rather than printing and mailing our proxy materials. We believe electronic delivery will expedite the receipt of such materials and will help lower our costs and reduce the environmental impact of our proxy materials. Therefore, the Notice of Availability will be mailed to holders of record and beneficial owners of our common stock starting on or about April 29, 2026. The Notice of Availability provides instructions as to how stockholders may access and review our proxy materials, including the Notice of the 2026 Annual Meeting of Stockholders, this proxy statement, the proxy card and our 2025 Annual Report, on the website referred to in the Notice of Availability or, alternatively, how to request that a printed copy of the proxy materials, including a proxy card, be sent to them by mail. The Notice of Availability also provides voting instructions. In addition, stockholders of record may request to receive the proxy materials in printed form by mail, or electronically by e-mail, on an ongoing basis for future stockholder meetings. Please note that, while our proxy materials are available at the website referenced in the Notice of Availability and our Notice of the 2026 Annual Meeting of Stockholders, this proxy statement and our 2025 Annual Report are available on our website, no other information contained on either website is incorporated by reference in, or considered to be a part of, this proxy statement.

Who is soliciting my vote?

Our board of directors is soliciting your vote for the Annual Meeting, including any adjournment or postponement of the Annual Meeting.

When is the record date for the Annual Meeting?

The record date for determination of stockholders entitled to vote at the Annual Meeting is the close of business on April 28, 2026.

How many votes can be cast by all stockholders?

There were 57,301,774 shares of our common stock, par value \$0.0001 per share, outstanding on April 28, 2026, all of which are entitled to vote with respect to all matters to be acted upon at the Annual Meeting. Each stockholder of record is entitled to one vote for each share of our common stock held by such stockholder.

How do I vote?

If you are a stockholder of record, there are several ways for you to vote your shares.

- *By Internet (before the Annual Meeting).* You may vote at www.proxyvote.com, 24 hours a day, seven days a week, by following the instructions at that site for submitting your proxy electronically. You will be required to enter the 16-digit control number provided in the Notice of Availability or the proxy card. Votes submitted through the Internet must be received by 11:59 p.m. Eastern Time on June 25, 2026.
- *By Telephone.* You may vote using a touch-tone telephone by calling 1-800-690-6903 (toll-free from the U.S., U.S. territories and Canada), 24 hours a day, seven days a week. You will be required to

provide the 16-digit control number provided in the Notice of Availability or the proxy card. Votes submitted by telephone must be received by 11:59 p.m. Eastern Time on June 25, 2026.

- *By Mail.* If you requested and received a printed copy of the proxy materials, you may vote by mail by completing, signing and dating the enclosed proxy card and returning it in the enclosed prepaid envelope. Votes submitted through the mail must be received prior to June 26, 2026.
- *During the Annual Meeting.* If you are a stockholder of record as of the record date, you may vote during the live webcast of the Annual Meeting by visiting www.virtualshareholdermeeting.com/BDTX2026. You will be required to enter the 16-digit control number provided in the Notice of Availability or the proxy card. Submitting a proxy prior to the Annual Meeting will not prevent stockholders from attending the Annual Meeting, revoking their earlier-submitted proxy, and voting at the Annual Meeting.

If the Annual Meeting is adjourned or postponed, the deadlines above may be extended.

If you are a beneficial owner of shares held in “street name” by your broker, bank or other nominee, you should have received a voting instruction form with these proxy materials from your broker, bank or other nominee rather than from us. The voting deadlines and availability of telephone and Internet voting for beneficial owners of shares will depend on the voting processes of the broker, bank or other nominee that holds your shares. Therefore, we urge you to carefully review and follow the voting instruction form and any other materials that you receive from that organization. **If you hold your shares in multiple accounts, you should vote your shares as described in each set of proxy materials you receive.**

If you submit a proxy without giving voting instructions, your shares will be voted in the manner recommended by our board of directors on all matters presented in this proxy statement, and as the persons named as proxies in the proxy card may determine in their discretion with respect to any other matters properly presented at the Annual Meeting. You may also authorize another person or persons to act for you as proxy in a writing, signed by you or your authorized representative, specifying the details of those proxies’ authority. The original writing must be given to each of the named proxies, although it may be sent to them by electronic transmission if, from that transmission, it can be determined that the transmission was authorized by you.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place (including, without limitation, for the purpose of soliciting additional proxies), the persons named in your proxy and acting thereunder will have discretion to vote on those matters in accordance with their best judgment. We do not currently anticipate that any other matters will be raised at the Annual Meeting.

How can I virtually attend the Annual Meeting?

Stockholders of record as of April 28, 2026 will be able to attend and participate in the Annual Meeting online by accessing www.virtualshareholdermeeting.com/BDTX2026.

To join the Annual Meeting, you will need to have your 16-digit control number, which is provided in the Notice of Availability or the proxy card. If your shares are held in “street name” through a broker, bank or other nominee and you do not have a 16-digit control number, you must contact such broker, bank or nominee in order to gain access to the Annual Meeting.

Access to the Live Webcast of the Annual Meeting

The live webcast of the Annual Meeting will begin promptly at 9:00 a.m. Eastern Time on June 26, 2026. Online access to the webcast will open approximately fifteen (15) minutes prior to the start of the Annual Meeting to allow time for you to log in and test the computer audio system. We encourage stockholders to log in to this website and access the webcast before the Annual Meeting’s start time. You should allow ample time in advance of the meeting.

Submitting Questions at the Annual Meeting

During the Annual Meeting, if you have your 16-digit control number and wish to ask a question, you may do so by clicking the Q&A button on the virtual meeting platform and entering your question in the

field provided in the web portal at or before the time the matters are before the Annual Meeting for consideration. During the formal portion of the meeting, all questions presented should relate directly to the proposal under discussion, which will be answered before the voting is closed. We will also hold a question and answer period at the end of the meeting, as time permits, during which time we welcome questions not relating to specific proposals. To allow us to answer questions from as many stockholders as possible, we will limit each stockholder to two questions. Questions from multiple stockholders on the same topic or that are otherwise related to a particular topic may be grouped, summarized and answered together. If questions submitted are irrelevant to the business of the Annual Meeting or are out of order or not otherwise suitable for the conduct of the Annual Meeting as determined by the Chair or Corporate Secretary in their reasonable judgment, we may choose not to address them. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters may be raised separately after the Annual Meeting. Following the meeting, we will post questions received during the meeting, and our responses thereto, on the Investors & News section of our website. If we received questions that were repetitive as to a particular topic, we may combine our answers to those questions into one answer on our website.

Our Annual Meeting will be governed by the Annual Meeting's Rules of Conduct, which will address the ability of stockholders to ask questions during the meeting and include rules for how questions will be recognized and addressed. Please review the Annual Meeting's Rules of Conduct for further details. The Annual Meeting's Rules of Conduct is available at www.proxyvote.com and will be available during the Annual Meeting at www.virtualshareholdermeeting.com/BDTX2026.

Annual Meeting Technical Assistance

Beginning fifteen (15) minutes prior to the start of and during the Annual Meeting, we will have a support team ready to assist stockholders with any technical difficulties they may have accessing or hearing the virtual meeting. If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the virtual shareholder meeting log-in page.

How do I revoke my proxy?

If you are a stockholder of record, you may revoke your proxy by (1) following the instructions on the Notice of Availability and submitting a new vote by Internet, telephone or mail using the procedures described in the "How do I Vote?" section above before the applicable deadline, (2) attending and voting at the Annual Meeting (although attendance at the Annual Meeting will not in and of itself revoke a proxy), or (3) by filing an instrument in writing revoking the proxy or submitting another duly executed proxy card bearing a later date with our Corporate Secretary. Any written notice of revocation or subsequent proxy card must be received by our Corporate Secretary prior to the taking of the vote at the Annual Meeting. Such written notice of revocation or subsequent proxy card should be hand delivered to our Corporate Secretary or sent to our principal executive offices at Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary.

If your shares are held in "street name" through a broker, bank or other nominee, you must contact such broker, bank, or nominee holding your shares and follow their instructions to change your voting instructions.

How is a quorum reached?

Our Second Amended and Restated Bylaws, or our bylaws, provide that a majority of the outstanding shares entitled to vote, present in person or by remote communication, if applicable, or represented by proxy, will constitute a quorum for the transaction of business at the Annual Meeting. Shares present virtually during the Annual Meeting will be considered shares of common stock represented in person at the Annual Meeting.

Under the General Corporation Law of the State of Delaware, or the DGCL, shares that are voted "abstain" or "withheld" and broker "non-votes" are counted as present for purposes of determining whether a quorum is present at the Annual Meeting. If a quorum is not present, the meeting may be adjourned until a quorum is obtained.

How is the vote counted?

Under our bylaws, any proposal other than an election of directors is decided by the affirmative vote of a majority of the votes properly cast for and against such proposal, except where a larger vote is required by law, our Fourth Amended and Restated Certificate of Incorporation, as amended, or our certificate of incorporation, or our bylaws. Abstentions and broker “non-votes” are not included in the tabulation of the voting results on any such proposal and, therefore, do not have an impact on such proposals. A broker “non-vote” occurs when a nominee holding shares for a beneficial owner does not vote on a particular proposal because the nominee does not have discretionary voting power with respect to that item, and has not received instructions from the beneficial owner.

If your shares are held in “street name” by a broker, bank or other nominee, your broker, bank or other nominee is required to vote your shares according to your instructions. If you do not give instructions to your broker, bank or other nominee, the broker, bank or other nominee will still be able to vote your shares with respect to certain “discretionary” items, but will not be allowed to vote your shares with respect to “non-discretionary” items. Proposals No. 1, 3 and 4 are “non-discretionary” items. If you do not instruct your broker how to vote with respect to these proposals, your broker, bank or other nominee may not vote for this proposal, and those votes will be counted as broker “non-votes.” Proposal No. 2 is considered to be a “discretionary” item, and your broker, bank or other nominee will be able to vote on this proposal even if it does not receive instructions from you.

What vote is required to adopt each proposal?

Each share of our common stock outstanding on the record date is entitled to one vote on any proposal presented at the Annual Meeting.

For Proposal No. 1, the election of directors, the nominees must receive a plurality of the votes properly cast on the proposal, meaning that the two director nominees receiving the highest number of affirmative votes properly cast will be elected as directors. Shares voting “withheld” and broker non-votes will have no effect on the outcome of Proposal No. 1.

For Proposal No. 2, a majority of the votes properly cast is required to ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2026. Abstentions and broker non-votes, if any, will have no effect on the outcome of Proposal No. 2.

For Proposal No. 3, a majority of the votes properly cast is required to approve, on a non-binding, advisory basis, the compensation of our named executive officers. Abstentions and broker non-votes will have no effect on the outcome of Proposal No. 3.

For Proposal No. 4, stockholders will not be voting to approve or disapprove of the recommendation of our board of directors on the preferred frequency of future non-binding, advisory votes on the compensation of our named executive officers. The proxy card provides stockholders with the opportunity to choose among four options with respect to Proposal No. 4 (holding the vote every one, two, or three years, or abstaining). The option that receives the highest number of affirmative votes properly cast will be deemed to be the frequency preferred by our stockholders. Abstentions and broker non-votes will have no effect on the outcome of the vote on Proposal No. 4.

Who pays the cost for soliciting proxies?

We are making this solicitation and will pay the entire cost of preparing and distributing the Notice of Availability and our proxy materials and soliciting votes. Our officers and employees may, without compensation other than their regular compensation, solicit proxies through further mailings, personal conversations, facsimile transmissions, e-mails, or otherwise. We will also reimburse brokers, banks, custodians, other nominees, and fiduciaries for forwarding these materials to their principals to obtain the authorization for the execution of proxies.

How may stockholders submit matters for consideration at an annual meeting?

The required notice must be in writing and received by our Corporate Secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's annual meeting. However, in the event that the date of the annual meeting is convened more than 30 days before or more than 60 days after the first anniversary of the preceding year's annual meeting, or if no annual meeting were held in the preceding year, a stockholder's notice must be so received not later than the close of business on the later of (i) the 90th day prior to the scheduled date of such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such annual meeting was first made.

In addition, any stockholder proposal intended to be included in the proxy statement for the next annual meeting of our stockholders to be held in 2027 must also satisfy the requirements of SEC Rule 14a-8 under the Exchange Act, and be received not later than December 30, 2026. If the date of the annual meeting is moved by more than 30 days from the date contemplated at the time of the previous year's proxy statement, then notice must be received within a reasonable time before we begin to print and send proxy materials. If that happens, we will publicly announce the deadline for submitting a proposal in a press release or in a document filed with the SEC.

How can I know the voting results?

We plan to announce preliminary voting results at the Annual Meeting and will publish final results in a Current Report on Form 8-K, or Form 8-K, to be filed with the SEC within four business days following the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we intend to file a Current Report on Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an amendment to the Current Report on Form 8-K to publish the final results.

PROPOSAL NO. 1 — ELECTION OF CLASS III DIRECTORS

Our board of directors currently consists of seven members. In accordance with the terms of our certificate of incorporation and bylaws, our board of directors is divided into three classes, Class I, Class II and Class III, with members of each class serving staggered three-year terms. The members of the classes are divided as follows:

- the Class I directors are Prakash Raman and Mark A. Velleca, and their terms will expire at the annual meeting of stockholders to be held in 2027;
- the Class II directors are Ali Behbahani, Garry E. Menzel and Samarth Kulkarni, and their terms will expire at the annual meeting of stockholders to be held in 2028; and
- the Class III directors are Shannon Campbell and Kapil Dhingra, and their terms will expire at the Annual Meeting.

Upon the expiration of the term of a class of directors, directors in that class will be eligible to be elected for a new three-year term at the annual meeting of stockholders in the year in which their term expires.

Our certificate of incorporation and bylaws provide that the authorized number of directors may be fixed from time to time by resolution of the majority of our board of directors. Our certificate of incorporation provides that our directors may be removed only for cause by the affirmative vote of the holders of at least two-thirds (2/3) of the outstanding shares then entitled to vote at an annual election of directors, and that any vacancy on our board of directors, including a vacancy resulting from an enlargement of our board of directors, may be filled only by vote of a majority of our directors then in office.

Our board of directors has nominated Shannon Campbell and Kapil Dhingra for election as the Class III directors at the Annual Meeting. The nominees are presently directors, and each has indicated a willingness to continue to serve as a director, if elected. If the nominees become unable or unwilling to serve, however, the proxies may be voted for a substitute nominee selected by our board of directors.

Nominees for Election as Class III Directors

The following table identifies our director nominees, and sets forth their principal occupation and business experience during the last five years and their ages as of March 31, 2026.

| Name | Positions and Offices Held with the Company | Director Since | Age |
|-------------------------|---|----------------|-----|
| Shannon Campbell | Director | 2024 | 60 |
| Kapil Dhingra, M.B.B.S. | Director | 2021 | 66 |

Shannon Campbell has been a member of our board of directors since April 2024. Ms. Campbell previously served as the Executive Vice President and Chief Commercial Officer of Merus N.V. (acquired by Genmab A/S), or Merus, a then-publicly traded clinical-stage oncology company engaged in developing multi-specific antibody therapeutics, from February 2022 to January 2026, where she was responsible for Merus’s global commercialization strategy and activity. Before joining Merus, from August 2017 to January 2022, Ms. Campbell worked at Novartis AG, or Novartis, a publicly traded multinational pharmaceutical corporation, where she led Novartis’s U.S. Oncology Solid Tumor Franchise, and was responsible for a broad portfolio of therapies in oncology and rare diseases. Prior to Novartis, from 2005 to 2017, Ms. Campbell was at Bayer HealthCare Pharmaceuticals Inc., a biopharmaceutical company, where she served in roles of increasing responsibility, most recently as Vice President & General Manager, Oncology. Earlier in her career, Ms. Campbell held positions of increasing responsibility at Abbott Labs, a biotechnology company, from 2003 to 2005, and Pharmacia heritage companies (Pharmacia & Upjohn, The Upjohn Company), from 1989 to 2003. With over 30 years of biopharmaceutical experience, Ms. Campbell possesses deep expertise in commercializing transformative medicines globally. Ms. Campbell holds a B.S. degree from Ithaca College and has completed leadership, strategy, and finance programs at the University of Michigan Ross School of Business, IMD, Harvard Business School, and The Wharton School, University of Pennsylvania.

We believe that Ms. Campbell is qualified to serve on our board of directors because of her extensive background and leadership experience in the biopharmaceutical industry, in particular in commercialization of oncology products.

Kapil Dhingra, M.B.B.S. has been a member of our board of directors since January 2021. Dr. Dhingra currently serves as the Managing Member of KAPital Consulting, LLC, a healthcare consulting firm that he founded in 2008. Dr. Dhingra has over 30 years of experience in oncology clinical research and drug development. From 1999 to 2008, Dr. Dhingra worked at Hoffmann-La Roche AG, a Swiss multinational healthcare company, where he served in roles of increasing responsibility, most recently as Vice President, Head of the Oncology Disease Biology Leadership Team and Head of Oncology Clinical Development. From 2000 to 2008, he held a Clinical Affiliate appointment at Memorial Sloan Kettering Cancer Center. From 1996 to 1999, Dr. Dhingra worked at Eli Lilly and Company, a pharmaceutical company, where he served in roles of increasing responsibility, most recently as Senior Clinical Research Physician. Dr. Dhingra also served as a Clinical Associate Professor of Medicine at the Indiana University School of Medicine 1997 to 1999. Prior to Eli Lilly and Company, Dr. Dhingra was a member of the faculty of the MD Anderson Cancer Center of the University of Texas from 1989 to 1996. Dr. Dhingra currently serves on the boards of directors of several publicly-traded biotechnology companies, including Replimune, Inc. and Median Technologies SA, as well as a number of privately-held biotechnology companies. Dr. Dhingra previously served on the board of Autolus Therapeutics plc from November 2014 to December 2023, Cargo Therapeutics, Inc. from April 2024 to August 2025, and LAVA Therapeutics N.V. from February 2021 to November 2025. He also previously served on the boards of several biotech companies, including BioVex, Inc., Micromet, Inc., Algeta ASA, YM Biosciences Inc., Epitherapeutics, Exosome Diagnostics, Inc., Advanced Accelerator Applications S.A., and Five Prime Therapeutics, Inc., which were all acquired by major pharmaceutical companies. Dr. Dhingra holds an M.B.B.S. from the All India Institute of Medical Sciences in New Delhi, India. He completed his residency in Internal Medicine at the Lincoln Medical and Mental Health Center of New York Medical College and completed his fellowship in Hematology and Oncology at Emory University School of Medicine.

We believe that Dr. Dhingra is qualified to serve on our board of directors because of his extensive experience in executive positions with several pharmaceutical companies and in the clinical development of pharmaceuticals in several therapeutic areas, including in oncology, and his experience serving on the boards of numerous publicly traded life science companies.

Vote Required and Board of Directors' Recommendation

To be elected, the directors nominated via Proposal No. 1 must receive a plurality of the votes properly cast on the proposal, meaning that the two director nominees for Class III directors receiving the highest number of affirmative votes properly cast will be elected as directors. You may vote FOR all the nominees, FOR any one of the nominees, WITHHOLD your vote from all the nominees or WITHHOLD your vote from any one of the nominees. Votes that are withheld will not be included in the vote tally for the election of directors. If your shares are held in "street name" by a broker, bank or other nominee, your broker, bank or other nominee does not have authority to vote your unvoted shares held by the firm for the election of directors. As a result, any shares not voted by you will be treated as a broker non-vote. Such broker non-votes will have no effect on the results of this vote.

The proxies will be voted in favor of the above nominees unless a contrary specification is made in the proxy. The nominees have consented to serve as our directors if elected. However, if the nominees are unable to serve or for good cause will not serve as a director, the proxies will be voted for the election of such substitute nominee as our board of directors may designate.

The proposal for the election of directors relates solely to the election of Class III directors nominated by our board of directors.

The board of directors recommends voting "FOR" the election of Shannon Campbell and Kapil Dhingra, as the Class III directors, to serve for a three-year term ending at the annual meeting of stockholders to be held in 2029.

Directors Continuing in Office

The following table identifies our continuing directors, and sets forth their principal occupation and business experience during the last five years and their ages as of March 31, 2026.

| Name | Positions and Offices Held with the Company | Director Since | Class and Year in Which Term Will Expire | Age |
|------------------------------|--|----------------|--|-----|
| Prakash Raman, Ph.D. | Director | 2024 | Class I – 2027 | 56 |
| Mark A. Velleca, M.D., Ph.D. | President, Chief Executive Officer, Chair and Director | 2021 | Class I – 2027 | 62 |
| Ali Behbahani, M.D. | Director | 2018 | Class II – 2028 | 49 |
| Garry E. Menzel, Ph.D. | Director | 2017 | Class II – 2028 | 61 |
| Samarth Kulkarni, Ph.D. | Director | 2019 | Class II – 2028 | 47 |

Class I Directors (Term Expires at the 2027 Annual Meeting of Stockholders)

Prakash Raman, Ph.D. has served as a member of our board of directors since April 2024. Dr. Raman has over two decades of biopharmaceutical business development and executive leadership experience, blending his scientific background, program and portfolio management and strong business development experience to lead and support biopharma companies. Since April 2024, Dr. Raman has served as Chief Executive Officer at InduPro, Inc., a privately held biotechnology company focused on novel therapeutics for the treatment of cancer and autoimmune diseases, where he also serves as a member of the board of directors. From February 2022 to March 2024, Dr. Raman was President and Chief Executive Officer of Ribon Therapeutics, Inc., a privately held biopharmaceutical company that was focused on first-in-class small molecule drugs for oncology and immunology. Previously, from October 2019 to February 2022, Dr. Raman served as Senior Partner, Chief Business Development Officer at Flagship Pioneering, or Flagship, a venture capital company, where he leveraged the platforms and assets in Flagship’s network to generate opportunities for significant value creation. Prior to Flagship, Dr. Raman spent nearly fourteen years at Novartis AG, or Novartis, a publicly traded multinational pharmaceutical corporation, from 2005 until 2011 and from 2012 until October 2019, most recently as its Vice President, Global Head of Novartis Institutes for Biomedical Research Business Development and Licensing. During his time at Novartis, Dr. Raman was instrumental in forging key collaborations in immuno-oncology, executing many out-licensing opportunities and guiding key acquisitions. From 2011 to 2012, Dr. Raman was Head of Project Management, Infectious Diseases at AstraZeneca plc, a publicly traded biopharmaceutical company, and, from 1999 to 2005, a Senior Scientist at Millennium Pharmaceuticals, Inc. (now Takeda Oncology), a biopharmaceutical company. Dr. Raman currently serves as a member of the board of directors of NAYA Biosciences, Inc., a publicly traded life science portfolio company. Dr. Raman completed his undergraduate work at the Indian Institute of Technology in Bombay, India. Dr. Raman received his Ph.D. in Organic and Medicinal Chemistry from the University of Wisconsin-Madison, and was a post-doctoral fellow at The Scripps Research Institute.

We believe that Dr. Raman is qualified to serve on our board of directors based on his deep knowledge in the areas of business development and corporate strategy and extensive operational and leadership experience in the biopharmaceutical industry.

Mark A. Velleca, M.D., Ph.D. has been our President and Chief Executive Officer since September 2023, and has served as our chair since December 2022 and a member of our board of directors since August 2021. Prior to joining our board of directors, from May 2014 to December 2020, Dr. Velleca served as President and Chief Executive Officer and from May 2014 to September 2023 as a director, of G1 Therapeutics, Inc., or G1 Therapeutics, a publicly-traded commercial stage oncology company. Prior to joining G1 Therapeutics, Dr. Velleca was a co-founder and served as Senior Vice President of CGI Pharmaceuticals, Inc., or CGI, a biopharmaceutical company, from 1999 to 2010, where he managed the company from its inception through clinical trials of multiple drug candidates. After CGI was acquired by Gilead Sciences, Inc., or Gilead, a biotechnology company, in 2010, Dr. Velleca served as a Senior Advisor to Gilead in R&D Strategy and Corporate Strategy from 2010 to April 2012, where he worked to help build its oncology pipeline. Dr. Velleca served as Executive Vice President at The Leukemia & Lymphoma Society from April 2012 to April 2014. Dr. Velleca currently serves as executive chair of the board of directors of iOnctura, a clinical-stage biopharmaceutical company combating neglected and hard-to-treat cancers, and as a director of Create

Medicines, Inc., a privately held clinical stage mRNA- immunotherapy company. From February 2022 to February 2023, Dr. Velleca served as Chief Executive Officer of StrideBio, Inc., a privately held gene therapy company, and from April 2021 to February 2023, as a Venture Partner at Hatteras Venture Partners, a venture capital firm. Dr. Velleca began his career as an attending physician at Yale New Haven Hospital and was on the faculty of the Yale University School of Medicine. Dr. Velleca received his B.S. from Yale University, and his M.D. and Ph.D. from Washington University in St. Louis.

We believe that Dr. Velleca is qualified to serve on our board of directors because of his experience, qualifications, attributes and skills, including his extensive experience in leadership and operational roles in the pharmaceutical industry and his experience as a venture capitalist.

Class II Directors (Term Expires at the 2028 Annual Meeting of Stockholders)

Ali Behbahani, M.D. has been a member of our board of directors since December 2018. Dr. Behbahani joined New Enterprise Associates, Inc., or NEA, a venture capital firm, in 2007 and is currently a Partner and Co-Head of Healthcare. Prior to joining NEA, Dr. Behbahani served as a consultant in business development at The Medicines Company, a specialty pharmaceutical company developing acute care cardiovascular products. In addition, Dr. Behbahani formerly served as a Venture Associate at Morgan Stanley, an investment bank and financial services company, and as a Healthcare Investment Banking Analyst at Lehman Brothers, a global financial services firm, from 1998 to 2000. Dr. Behbahani has also served as a member of the boards of directors of several publicly traded companies, including NKarta, Inc., a biopharmaceutical company, since August 2015 and chairman since August 2019, CRISPR Therapeutics AG, a biopharmaceutical company, since April 2015, Monte Rosa Therapeutics, Inc., a biopharmaceutical company, since April 2020, Arcellx, Inc. (which has entered into a definitive agreement to be acquired by Gilead Sciences, expected to close in the second quarter of 2026), a biotechnology company, since February 2015, Korro Bio, Inc., a biopharmaceutical company, since August 2019, and Spyglass Pharma, Inc., a biopharmaceutical company, since May 2019. Dr. Behbahani previously served as a member of the boards of directors of CVRx, Inc., a biopharmaceutical company, from July 2013 to September 2024, Minerva Surgical Inc., a biotechnology company, from May 2011 to January 2024, Oyster Point Pharma, Inc., a biopharmaceutical company, from July 2017 to January 2023, where he served as chairman from October 2020 until July 2021, Genocea Biosciences, Inc., a biopharmaceutical company, from February 2018 to May 2022, and Adaptimmune Therapeutics plc, a biopharmaceutical company, from September 2014 to November 2025. Dr. Behbahani received an M.D. from the University of Pennsylvania School of Medicine, an M.B.A. from the Wharton School of the University of Pennsylvania, where he graduated with Honors and was a Palmer Scholar, and a B.S. in Biomedical Engineering, Electrical Engineering and Chemistry from Duke University.

We believe that Dr. Behbahani is qualified to serve on our board of directors because of his experience, qualifications, attributes and skills, including his extensive investment experience in the life sciences and his service as a director of other publicly traded biopharmaceutical companies.

Garry E. Menzel, Ph.D. has been a member of our board of directors since March 2017. Dr. Menzel has served as an Operating Partner at GHO Capital Partners LLP, an independent healthcare private equity firm in Europe, since March 2024. From October 2016 until completion of the combination with Adaptimmune Therapeutics plc in June 2023, Dr. Menzel served as a member of the board of directors, President and Chief Executive Officer at TCR2 Therapeutics Inc., a publicly traded immunotherapy company. Previously, Dr. Menzel was Chief Strategy Officer at Axcella Health Inc., a publicly traded biotechnology company, from July 2015 to September 2016, the Chief Financial Officer at DaVita Inc., a healthcare services company, from 2013 to May 2015, and the Chief Operating Officer at Regulus Therapeutics Inc., a biopharmaceutical company, from 2008 to 2013. Dr. Menzel also had global leadership roles in running the biotechnology practices at Goldman Sachs & Co. LLC and Credit Suisse Group AG, both of which are multinational investment bank and financial services companies, from 1994 to 2004 and from 2004 to 2008, respectively. In addition, he was a consultant with Bain & Company, a global management consulting firm, and was a research assistant at SmithKline Beecham PLC (now GlaxoSmithKline PLC). Dr. Menzel has served as a member of the board of directors at Stoke Therapeutics, Inc., a biotechnology company, since August 2020, and as a member of the board of directors at Adaptimmune Therapeutics plc since June 2023. Dr. Menzel received his B.S. in Biochemistry from Imperial College of Science and Technology in London,

his Ph.D. from the University of Cambridge, where he studied the regulation of oncogenes in immune cells, and his M.B.A. from the Stanford University Graduate School of Business.

We believe that Dr. Menzel is qualified to serve as a member of our board of directors because of his scientific background, financial expertise and extensive corporate leadership experience in the life sciences industry.

Samarth Kulkarni, Ph.D. has been a member of our board of directors since November 2019 and has served as our lead independent director since September 2023. Dr. Kulkarni has served as the Chief Executive Officer of CRISPR Therapeutics AG, or CRISPR, a biopharmaceutical company, since December 2017, where he also serves as a member of its board of directors, a position he has held since June 2018, and as chairman of its board of directors since September 2023. Previously, Dr. Kulkarni served as CRISPR's President and Chief Business Officer from May 2017 to November 2017 and, before that, as Chief Business Officer from August 2015 when he joined the company. Prior to joining CRISPR, Dr. Kulkarni was at McKinsey & Company, a global consulting firm, from 2006 to July 2015, with various titles, his most recent being Partner within the Pharmaceuticals and Biotechnology practice. Dr. Kulkarni has also served as a member of the boards of directors of Repare Therapeutics Inc., a precision oncology company, since November 2019, Centessa Pharmaceuticals plc, a biotechnology company, since February 2021, and Oruka Therapeutics, Inc., a biotechnology company, since June 2024. Dr. Kulkarni received a Ph.D. in Bioengineering and Nanotechnology from the University of Washington and a B. Tech. from the Indian Institute of Technology. Dr. Kulkarni has authored several publications in leading scientific and business journals.

We believe that Dr. Kulkarni is qualified to serve on our board of directors based on his scientific background and experience as a consultant and an executive in the biopharmaceutical industry.

There are no family relationships between or among any of our directors or executive officers. The principal occupation and employment during the past five years of each of our directors was carried on, in each case except as specifically identified in this proxy statement, with a corporation or organization that is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our directors and any other person or persons pursuant to which he or she is to be selected as a director.

There are no material legal proceedings to which any of our directors is a party adverse to us or our subsidiary or in which any such person has a material interest adverse to us or our subsidiary.

Executive Officers and Senior Management Who Are Not Directors

The following table identifies our executive officers and other senior management who are not directors, and sets forth their current positions at Black Diamond Therapeutics and their ages as of March 31, 2026.

| Name | Positions and Offices Held with the Company | Officer Since | Age |
|-----------------------------|--|----------------------|------------|
| Brent Hatzis-Schoch, Esq. | Chief Operating Officer and General Counsel | 2019 | 61 |
| Elizabeth Buck, Ph.D. | Chief Scientific Officer | 2021 | 51 |
| Sergey Yurasov, M.D., Ph.D. | Chief Medical Officer | 2022 | 57 |
| Melanie Morrison | Chief Development Officer | 2023 | 51 |
| Erika Jones | Senior Vice President, Finance (Principal Financial Officer and Principal Accounting Officer) | 2021 | 41 |

Brent Hatzis-Schoch, Esq. has served as our Chief Operating Officer and General Counsel since May 2019. Prior to joining us, from April 2015 to May 2019, Mr. Hatzis-Schoch was Senior Vice President, General Counsel and Corporate Secretary at Radius Health, Inc., a commercial-stage biopharmaceutical company. Previously, Mr. Hatzis-Schoch served as Senior Vice President and Chief Legal Counsel at Merz Pharma GmbH & Co. KGaA, an international healthcare company, in Frankfurt, Germany from July 2013 to

April 2015. Mr. Hatzis-Schoch began his legal career in private practice and later held senior legal positions in the U.S. and internationally, including as General Counsel to two publicly traded development-stage German biopharmaceutical companies, European legal counsel for Baxter International and Associate General Counsel of Pharmacia Corporation (which now operates under Pfizer Inc.). Mr. Hatzis-Schoch received his B.A. from the University of Delaware and his Juris Doctor from George Washington University. Mr. Hatzis-Schoch was a Fulbright Scholar at the University of Cologne in Germany.

Elizabeth Buck, Ph.D. is our co-founder and has served as our Chief Scientific Officer since August 2021. Previously, from March 2017 to August 2021, Dr. Buck served as our former Executive Vice President, Discovery & Translational Services, and from 2015 to 2017, she served as our former Chief Scientific Officer. Prior to joining us, from September 2013 to December 2014, Dr. Buck served as Chief Scientific Officer for Therapeutics at MetaStat, Inc., a precision medicine biotechnology company. Previously, from 2005 to 2013, Dr. Buck was Assistant Director of Advanced Preclinical Pharmacology at OSI Pharmaceuticals, Inc., a pharmaceutical company acquired by Astellas Pharma Inc., where she led discovery and translational research to advance a series of oncology programs to clinical development. In this role, Dr. Buck managed multidisciplinary global teams and spearheaded major academic collaborations to progress programs to IND. Dr. Buck received her undergraduate degree in Physics from the University of New Hampshire, her Ph.D. in Cellular and Molecular Biology from New York University/Mount Sinai School of Medicine, and completed postdoctoral work with Jim Wells at Sunesis Pharmaceuticals, Inc., a publicly traded biopharmaceutical company.

Sergey Yurasov, M.D., Ph.D. has served as our Chief Medical Officer since June 2022. Previously, from September 2019 to February 2022, Dr. Yurasov served as Chief Medical Officer of Nuvation Bio, where he spearheaded clinical development strategy in multiple oncology indications for a number of small molecule programs. From October 2016 to June 2019, Dr. Yurasov served as the Chief Medical Officer and Senior Vice President of Clinical Development at Immune Design Corp. Dr. Yurasov also served as Senior Vice President of Clinical Development at Clovis Oncology, where he oversaw clinical development and led clinical teams through regulatory filings for multiple oncology programs. Earlier in his career, Dr. Yurasov held positions at ImClone Systems, a subsidiary of Lilly Oncology, and Roche, serving as a medical lead and clinical director. Dr. Yurasov received his M.D. from the Russian State Medical University, and received his Ph.D. from the Research Institute for Pediatric Hematology.

Melanie Morrison has served as our Chief Development Officer since June 2023. Prior to joining us, from 2019 to 2022, Ms. Morrison served as Senior Vice President, Program Management and Clinical Operations at Nuvation Bio, where she built and oversaw multiple groups within the Development organization in support of Nuvation Bio's pipeline. Previously, from 2018 to 2019, Ms. Morrison served as Vice President, Development Process Optimization at Aduro Biotech, and from 2017 to 2018, Ms. Morrison served as Vice President, Oncology Platform Leader at Immune Design. Previously, Ms. Morrison was Vice President, Clinical Operations at Medivation, Inc., until its acquisition by Pfizer, Inc., in September 2016. Ms. Morrison holds a M.S. in Health Sciences from The George Washington University of Medicine and Health Sciences and a B.S. from the University of California, Davis. Ms. Morrison also holds numerous certifications in regulatory affairs, project management, clinical research management, and public health from such organizations as the University of California, Berkeley, University of California, Santa Cruz, and University of North Carolina at Chapel Hill, and is also an Executive Scholar in Leadership and General Management from the Kellogg School of Management.

Erika Jones has served as our Senior Vice President, Finance since February 2024. Ms. Jones previously served as Vice President, Finance from October 2021 until her promotion in February 2024. Ms. Jones joined the Company in 2019 and served as Senior Director, Finance from October 2019 to January 2021. Prior to joining us, from May 2016 to October 2019, Ms. Jones served as Director of Finance at Axcella Health Inc., or Axcella, a publicly-traded clinical-stage biotechnology company, where she led the accounting and finance operations and reporting functions. Prior to Axcella, Ms. Jones was at Ernst & Young LLP, a multinational accounting firm, from September 2008 to February 2015, most recently as Manager, Advisory Services. Ms. Jones received her Bachelor's and Master's degrees in Accounting from Miami University and is a licensed Certified Public Accountant.

The principal occupation and employment during the past five years of each of our executive officers was carried on, in each case except as specifically identified above, with a corporation or organization that

is not a parent, subsidiary or other affiliate of us. There is no arrangement or understanding between any of our executive officers and any other person or persons pursuant to which he or she was or is to be selected as an executive officer.

There are no material legal proceedings to which any of our executive officers is a party adverse to us or our subsidiary or in which any such person has a material interest adverse to us or our subsidiary.

**PROPOSAL NO. 2 — RATIFICATION OF THE APPOINTMENT OF PRICEWATERHOUSECOOPERS
LLP AS BLACK DIAMOND THERAPEUTICS’ INDEPENDENT REGISTERED PUBLIC ACCOUNTING
FIRM
FOR THE FISCAL YEAR ENDING DECEMBER 31, 2026**

The audit committee of our board of directors has appointed PricewaterhouseCoopers LLP, or PwC, as Black Diamond Therapeutics’ independent registered public accounting firm for the fiscal year ending December 31, 2026. Black Diamond Therapeutics’ stockholders are being asked to ratify this appointment. PwC has served as Black Diamond Therapeutics’ independent registered public accounting firm since 2019.

The audit committee is solely responsible for selecting Black Diamond Therapeutics’ independent registered public accounting firm for the fiscal year ending December 31, 2026. Stockholder approval is not required to appoint PwC as Black Diamond Therapeutics’ independent registered public accounting firm. However, the board of directors believes that submitting the appointment of PwC to the stockholders for ratification is good corporate governance. If the stockholders do not ratify this appointment, the audit committee will reconsider whether to retain PwC. If the selection of PwC is ratified, the audit committee, at its discretion, may direct the appointment of a different independent registered public accounting firm at any time it decides that such a change would be in the best interest of Black Diamond Therapeutics and its stockholders.

A representative of PwC is expected to virtually attend the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions from our stockholders.

Independent Registered Public Accounting Firm Fees

We incurred the following fees from PwC for the audit of the consolidated financial statements and for other services provided during the years ended December 31, 2025 and 2024.

| Fee Category | Fiscal Year 2025 | Fiscal Year 2024 |
|-----------------------------------|---------------------|---------------------|
| Audit fees ⁽¹⁾ | \$715,000 | \$663,000 |
| Audit-related fees ⁽²⁾ | — | — |
| Tax fees ⁽³⁾ | — | — |
| All other fees ⁽⁴⁾ | \$ 2,000 | \$ 2,000 |
| Total Fees | \$717,000 | \$665,000 |

- (1) Audit fees consist of fees for the audit of our annual financial statements, the review of our interim financial statements included in our quarterly reports on Form 10-Q, and services provided in connection with registration statements, including comfort letters and consents.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of audits or reviews of our financial statements and were not reported above under “Audit fees”. There were no audit-related fees in fiscal year 2025 or 2024.
- (3) Tax fees consist of fees for tax compliance, tax advice and tax planning. There were no tax fees in fiscal year 2025 or 2024.
- (4) All other fees consist of license fees for accounting research software.

Audit Committee Pre-approval Policy and Procedures

Our audit committee has adopted policies and procedures relating to the approval of all audit and non-audit services that are to be performed by our independent registered public accounting firm. This policy provides that we will not engage our independent registered public accounting firm to render audit or non-audit services unless the service is specifically approved in advance by our audit committee or the engagement is entered into pursuant to the pre-approval procedure described below.

From time to time, our audit committee may pre-approve specified types of services that are expected to be provided to us by our independent registered public accounting firm during the next twelve (12) months. Any such pre-approval details the particular service or type of services to be provided and is also generally subject to a maximum dollar amount.

During fiscal years 2025 and 2024, no services were provided to us by PwC other than in accordance with the pre-approval policies and procedures described above.

Vote Required and Board of Directors' Recommendation

The affirmative vote of a majority of the votes cast FOR this proposal is required to ratify the appointment of our independent public accountant. Votes that are withheld will be counted towards the tabulation of votes cast on this proposal and will have the same effect as a negative vote. If your shares are held in "street name" by a broker, bank or other nominee, your broker, bank or other nominee has authority to vote your unvoted shares held by the firm on this proposal. If your broker, bank or other nominee does not exercise this authority, such broker non-votes will have no effect on the results of this vote.

The board of directors recommends voting "FOR" Proposal No. 2 to ratify the appointment of PricewaterhouseCoopers LLC as Black Diamond Therapeutics' independent registered public accounting firm for the fiscal year ending December 31, 2026.

PROPOSAL NO. 3 — NON-BINDING, ADVISORY VOTE TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

In prior years, we were an “emerging growth company” as defined in the Jumpstart Our Business Startups Act of 2012, as amended; therefore, we were not required to hold a non-binding advisory vote to approve the compensation of our named executive officers, commonly known as a “Say-on-Pay” vote. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, and Section 14A of the Exchange Act, our stockholders are entitled to vote in such Say-on-Pay vote to approve, on a non-binding, advisory basis, not less frequently than once every three years, the compensation of our named executive officers as disclosed in this proxy statement in accordance with the compensation disclosure rules of the SEC. Although this is a non-binding, advisory vote, because we value the opinion of our stockholders, our board of directors and our compensation committee will consider the outcome of the “Say-on-Pay” vote described in this Proposal No. 3 and the related “Say-on-Frequency” vote described in Proposal No. 4 of this proxy statement at the Annual Meeting, as well as feedback received throughout the year, when making compensation determinations for our executive officers in the future.

As described in detail under the heading “Executive Compensation,” we seek to closely align the interests of our named executive officers with the interests of our stockholders. As discussed in those disclosures, we believe our compensation programs are designed to effectively align our executives’ interests with the interests of our stockholders by focusing on long-term equity incentives that correlate with the growth of sustainable long-term value for our stockholders. Stockholders are urged to read the section titled “Executive Compensation” in this proxy statement, which contains tabular information and narrative discussion about the compensation of our named executive officers. Our board of directors and our compensation committee believe that our compensation policies and practices are effective in implementing our compensation philosophy and in achieving our compensation program goals.

The vote on this resolution is not intended to address any specific element of compensation; rather, the vote relates to the compensation of our named executive officers, as described in this proxy statement in accordance with the compensation disclosure rules of the SEC. Accordingly, we are asking our stockholders to cast a non-binding, advisory vote FOR the following resolution at the Annual Meeting:

RESOLVED, that the stockholders hereby approve, on a non-binding advisory basis, the compensation paid to the Company’s named executive officers, as disclosed in the Company’s proxy statement for the 2026 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the SEC, including in the compensation tables and the narrative discussions that accompany the compensation tables.

Vote Required and Board of Directors’ Recommendation

The affirmative vote of a majority of the votes properly cast FOR this proposal is required to approve, on a non-binding, advisory basis, the compensation of our named executive officers. Abstentions and broker non-votes, if any, will have no effect on this proposal.

The vote is advisory, which means that the vote is not binding on the Company, our board of directors or our compensation committee. However, our board of directors and compensation committee value your opinion and intend to consider the outcome of the vote when making compensation decisions in the future. To the extent there is any significant vote against our named executive officer compensation as disclosed in this proxy statement, our compensation committee will evaluate whether any actions are necessary to address the concerns of stockholders.

The board of directors recommends voting “FOR” Proposal No. 3 to approve, on a non-binding, advisory basis, the resolution approving the compensation of our named executive officers.

PROPOSAL NO. 4 — NON-BINDING ADVISORY VOTE ON THE FREQUENCY OF FUTURE NON-BINDING ADVISORY VOTES TO APPROVE THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

The Dodd-Frank Act and Section 14A of the Exchange Act provide that stockholders must be given the opportunity to vote, on a non-binding advisory basis, for their preference as to how frequently we should seek future non-binding advisory votes to approve the compensation of our named executive officers, as disclosed in accordance with the compensation disclosure rules of the SEC, which we refer to as an advisory vote to approve the compensation of our named executive officers or the “Say-on-Frequency” vote. We are required to solicit stockholder votes on the frequency of future non-binding, advisory votes to approve the compensation of our named executive officers at least once every six years.

By voting with respect to this proposal, stockholders may indicate whether they would prefer that we conduct future non-binding advisory votes to approve the compensation of our named executive officers every one, two or three years. Stockholders also may, if they wish, abstain from casting a vote on this proposal. Our board of directors has determined that an annual non-binding advisory vote to approve the compensation of our named executive officers will allow our stockholders to provide timely and direct input on the Company’s executive compensation policies and practices as disclosed in the proxy statement each year. The board of directors believes that an annual vote is therefore consistent with the Company’s efforts to engage in an ongoing dialogue with our stockholders on executive compensation and corporate governance matters. Accordingly, we are asking our stockholders to indicate their preferred voting frequency by voting for every “one year,” “two years,” or “three years” (or abstaining from voting) in response to the following resolution at the Annual Meeting:

RESOLVED, that the alternative of every one year, two years, or three years that receives the highest number of affirmative votes cast by stockholders in person or by proxy at this meeting will be deemed the preferred frequency with which the Company is to hold future non-binding, advisory votes on the compensation of the Company’s named executive officers.

Vote Required and Board of Directors’ Recommendation

Stockholders will not be voting to approve or disapprove of the recommendation of our board of directors. The proxy card provides stockholders with the opportunity to choose among four options with respect to this proposal (holding the vote every one, two or three years, or abstaining). The option that receives the highest number of affirmative votes properly cast will be deemed to be the frequency preferred by our stockholders will be deemed to be the frequency preferred by our stockholders. Abstentions and broker non-votes, if any, will have no effect on this proposal.

As an advisory vote, the vote on this proposal will not be binding on the Company, our board of directors or our compensation committee in any way. As such, the results of the vote will not be construed to create or imply any change to the fiduciary duties of our board of directors. Our board of directors may determine in the future that it is in the best interests of our stockholders and the Company to hold a non-binding advisory vote on our named executive officer compensation more or less frequently than the option approved by our stockholders. Notwithstanding the non-binding, advisory nature of this vote, the Company recognizes that the stockholders may have different views as to the best approach for the Company and looks forward to hearing from stockholders as to their preferences on the frequency of a non-binding advisory vote on executive compensation.

The board of directors recommends voting, on a non-binding, advisory basis, for the option of “ONE YEAR” as the preferred frequency of future non-binding, advisory votes to approve the compensation of our named executive officers.

CORPORATE GOVERNANCE

Director Nomination Process

Our nominating and corporate governance committee is responsible for identifying individuals qualified to serve as directors, consistent with criteria approved by our board of directors, and recommending such persons to be nominated for election as directors, except where we are legally required by contract, law or otherwise to provide third parties with the right to nominate.

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to board members and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates, and interviews of selected candidates by management, recruiters, members of the committee and our board of directors. The qualifications, qualities and skills that our nominating and corporate governance committee believes must be met by a committee-recommended nominee for a position on our board of directors are as follows:

- Nominees should demonstrate high standards of personal and professional ethics and integrity.
- Nominees should have proven achievement and competence in the nominee’s field and the ability to exercise sound business judgment.
- Nominees should have skills that are complementary to those of the existing board of directors.
- Nominees should have the education, expertise and business acumen to assist and support management and make significant contributions to the Company’s success.
- Nominees should have an understanding of the fiduciary responsibilities that are required of a member of the board of directors and the commitment of time and energy necessary to diligently carry out those responsibilities.

Stockholders may recommend individuals to the nominating and corporate governance committee for consideration as potential director candidates. Any such proposals should be submitted to our Corporate Secretary at our principal executive offices no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the one-year anniversary of the date of the preceding year’s annual meeting and should include appropriate biographical and background material to allow the nominating and corporate governance committee to properly evaluate the potential director candidate and the number of shares of our stock beneficially owned by the stockholder proposing the candidate. Stockholder proposals should be addressed to Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary. Assuming that biographical and background materials have been provided on a timely basis in accordance with our bylaws, any recommendations received from stockholders will be evaluated in the same manner as potential nominees proposed by the nominating and corporate governance committee. If our board of directors determines to nominate a stockholder-recommended candidate and recommends such candidate’s election, then such candidate’s name will be included on our proxy card for the next annual meeting of stockholders. See “Stockholder Proposals” for a discussion of submitting stockholder proposals.

Director Independence

Our common stock was approved for listing on The Nasdaq Global Select Market, or Nasdaq. Under the Nasdaq listing rules, independent directors must comprise a majority of a listed company’s board of directors within twelve (12) months from the date of listing. In addition, the Nasdaq rules require that, subject to specified exceptions, each member of a listed company’s audit, compensation and nominating and corporate governance committees be independent and that audit committee members also satisfy independence criteria set forth in Rule 10A-3 under the Exchange Act and that compensation committee members satisfy independence criteria set forth in Rule 10C-1 under the Exchange Act. Under applicable Nasdaq rules, a director will only qualify as an “independent director” if, in the opinion of the listed company’s board of directors, that person does not have a relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of a director. In order to be considered independent for purposes of Rule 10A-3 under the Exchange Act, a member of an audit committee of a listed company

may not, other than in such member's capacity as a member of the audit committee, the board of directors, or any other board committee: (1) accept, directly or indirectly, any consulting, advisory, or other compensatory fee from the listed company or any of its subsidiaries, other than compensation for board service; or (2) be an affiliated person of the listed company or any of its subsidiaries. In order to be considered independent for purposes of Rule 10C-1, the board of directors consider, for each member of a compensation committee of a listed company, all factors specifically relevant to determining whether a director has a relationship to such company which is material to that director's ability to be independent from management in connection with the duties of a compensation committee member, including, but not limited to: the source of compensation of the director, including any consulting, advisory or other compensatory fee paid by such company to the director, and whether the director is affiliated with the company or any of its subsidiaries or affiliates.

Our board of directors has determined that all members of the board of directors, except Mark A. Velleca, are independent directors, including for purposes of the rules of Nasdaq and the SEC. In making such independence determination, our board of directors considered the relationships that each director has with us and all other facts and circumstances that our board of directors deemed relevant in determining their independence, including the beneficial ownership of our capital stock by each director. In considering the independence of the directors listed above, our board of directors considered the association of our directors with the holders of more than 5% of our common stock. There are no family relationships among any of our directors or executive officers.

Director Qualifications

Our Amended and Restated Nomination and Corporate Governance Committee Policies and Procedures for Director Candidates, or the Director Guidelines, seek to identify individuals who (i) possess relevant experience and expertise to enable them to offer germane advice and guidance to management; (ii) have proven achievement and competence in their field; (iii) have the ability to exercise sound business judgment; (iv) have an understanding of the fiduciary responsibilities required of a director; (v) are committed to devoting time and energy to the affairs of the Company; (vi) have varied personal backgrounds, perspectives and experiences; (vii) are committed to vigorously representing the long-term interests of the Company's stockholders; and (viii) have the highest personal integrity and ethics.

In addition to each of the nominees and continuing directors' specific experience, qualifications, attributes and skills that our board of directors and our nominating and corporate governance committee considered in determining that he or she should serve as a director, we also believe that each of our directors has demonstrated business acumen, integrity and an ability to exercise sound judgment, as well as a commitment of service to the Company and our board of directors.

Board Committees

Our board of directors has established an audit committee, a compensation committee, and a nominating and corporate governance committee. Each of the audit committee, compensation committee, and nominating and corporate governance committee operates under a charter that satisfies the applicable standards of the SEC and Nasdaq. Each such committee reviews its respective charter at least annually. A current copy of the charter for each of the committees is posted on the corporate governance section of our website, <https://investors.blackdiamondtherapeutics.com/corporate-governance/governance-documents>.

The table below shows current membership for each of the standing committees of our board of directors.

| Audit Committee | Compensation Committee | Nominating and Corporate Governance Committee |
|-------------------------|------------------------|---|
| Garry E. Menzel, Ph.D.* | Ali Behbahani, M.D.* | Kapil Dhingra, M.B.B.S.* |
| Ali Behbahani, M.D. | Garry E. Menzel, Ph.D. | Prakash Raman, Ph.D. |
| Prakash Raman, Ph.D. | Shannon Campbell | Samarth Kulkarni, Ph.D. |

* Denotes committee chair.

Audit Committee

Garry E. Menzel, Ali Behbahani and Prakash Raman serve on the audit committee, which is chaired by Garry E. Menzel. Our board of directors has determined that each member of the audit committee is “independent” for audit committee purposes as that term is defined by the rules of the SEC and Nasdaq, and that each has sufficient knowledge in financial and auditing matters to serve on the audit committee. Our board of directors has designated Garry E. Menzel as an “audit committee financial expert,” as defined under the applicable rules of the SEC. During the fiscal year ended December 31, 2025, the audit committee met four (4) times. The audit committee’s responsibilities include:

- appointing, approving the compensation of, and assessing the independence of our independent registered public accounting firm;
- pre-approving auditing and permissible non-audit services, and the terms of such services, to be provided by our independent registered public accounting firm;
- reviewing the overall audit plan with our independent registered public accounting firm and members of management responsible for preparing our consolidated financial statements;
- reviewing and discussing with management and our independent registered public accounting firm our annual and quarterly financial statements and related disclosures as well as critical accounting policies and practices used by us;
- coordinating the oversight and reviewing the adequacy of our internal control over financial reporting;
- establishing policies and procedures for the receipt and retention of accounting-related complaints and concerns;
- overseeing the company’s risk management protocols and procedures, including our information security, cybersecurity and technology risks and programs, and preparing an annual report to our board of directors on the audit committee’s risk assessment findings and risk management activities;
- recommending, based upon the audit committee’s review and discussions with management and our independent registered public accounting firm, whether our audited financial statements shall be included in our Annual Report on Form 10-K;
- monitoring the integrity of our financial statements and our compliance with legal and regulatory requirements as they relate to our financial statements and accounting matters;
- preparing the audit committee report required by SEC rules to be included in our annual proxy statement;
- reviewing all related person transactions for potential conflict of interest situations and approving all such transactions; and
- reviewing quarterly earnings releases.

All audit and non-audit services, other than *de minimis* non-audit services, to be provided to us by our independent registered public accounting firm must be approved in advance by our audit committee.

Compensation Committee

Ali Behbahani, Garry E. Menzel and Shannon Campbell serve on the compensation committee, which is chaired by Ali Behbahani. Our board of directors has determined that each member of the compensation committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2025, the compensation committee met two (2) times. The compensation committee’s responsibilities include:

- annually reviewing and recommending to our board of directors the corporate goals and objectives relevant to the compensation of our Chief Executive Officer;
- evaluating the performance of our Chief Executive Officer in light of such corporate goals and objectives and, based on such evaluation, (i) recommending to our board of directors the cash

- compensation of our Chief Executive Officer and (ii) reviewing and recommending to our board of directors any grants and awards to our Chief Executive Officer under equity-based plans;
- reviewing and approving the compensation of our other executive officers, and at the discretion of the compensation committee, other members of senior management;
- reviewing and establishing our overall management compensation philosophy and policy;
- overseeing and administering our incentive compensation and similar equity-based plans and approving all forms of award agreements and/or sub-plans thereunder;
- retaining or obtaining the advice of any consulting firm or outside advisor to assist in the evaluation of compensation matters and evaluating and assessing potential and current compensation advisors in accordance with the independence standards identified in the applicable Nasdaq listing rules;
- reviewing and approving our policies and procedures for the grant of equity-based awards, including our equity award grant policy as may be in effect from time to time;
- reviewing and approving grants and awards under our incentive-based compensation plans and equity-based plans, in each case consistent with the terms of such plans;
- reviewing and recommending to the board of directors the compensation of our directors;
- administering our compensation recovery policy, including, without limitation, a policy designed to comply with any rules or regulations adopted by the SEC and Nasdaq pursuant to Section 10D of the Exchange Act;
- reviewing and discussing annually with management our “Compensation Discussion and Analysis,” if and when required, to be included in our annual proxy statement or Annual Report on Form 10-K;
- preparing our compensation committee report, if and when required by the SEC rules, to be included in our annual proxy statement or Annual Report on Form 10-K in accordance with the rules and regulations of the SEC, the Nasdaq Stock Market rules and any other rules and regulations applicable to us; and
- reviewing and approving the retention or termination of any consulting firm or outside advisor to assist in the evaluation of compensation matters.

The compensation committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members to carry out its responsibilities. For example, to the extent permitted by applicable law and the provisions of a given equity-based plan, the compensation committee may delegate to a committee consisting of one or more officers of the Company, including our Chief Executive Officer, all or part of the authority and duties, with respect to granting certain equity awards, to any individuals who are: (i) not subject to the reporting and other provisions of Section 16 of the Exchange Act; (ii) not members of such subcommittee; and (iii) are designated at or below the level of Senior Vice President, such power to be subject to the parameters and limitations set forth in the applicable resolutions adopted by the compensation committee, and beginning in 2021, it delegated such authority to our Chief Executive Officer and our Chief Operating Officer and General Counsel.

Aon Consulting, Inc., or Radford, has served as the compensation committee’s independent compensation consultant since 2019. Radford reports directly to the compensation committee, and the compensation committee has the sole authority to hire, fire and direct the work of Radford. Radford provides various executive compensation services to the compensation committee, including an analysis of executive compensation as relates to base salary, target annual cash incentives and long-term equity incentives for executive officers and advice on evolving industry practices and market information. As part of its engagement, Radford assists our compensation committee in developing an appropriate group of peer companies to help us determine the appropriate level of overall compensation for our executive officers, as well as assess each separate element of compensation, with a goal of ensuring that the compensation we offer to our executive officers is competitive and fair. Radford also provides the compensation committee with advice and analysis regarding compensation of non-employee directors. The compensation committee has assessed the independence of Radford pursuant to SEC and Nasdaq rules and concluded that the work of Radford for the compensation committee does not raise any conflict of interest.

Nominating and Corporate Governance Committee

Kapil Dhingra, Samarth Kulkarni and Prakash Raman serve on the nominating and corporate governance committee, which is chaired by Kapil Dhingra. Our board of directors has determined that each member of the nominating and corporate governance committee is “independent” as defined in the applicable Nasdaq rules. During the fiscal year ended December 31, 2025, the nominating and corporate governance committee met one (1) time. The nominating and corporate governance committee’s responsibilities include:

- reviewing and advising management regarding the company’s human capital management strategies, including culture, diversity and inclusion strategies, programs and initiatives;
- developing and recommending to our board of directors criteria for board and committee membership;
- establishing procedures for identifying and evaluating board of director candidates, including nominees recommended by stockholders;
- reviewing the composition of our board of directors to ensure that it is composed of members containing the appropriate skills and expertise to advise us;
- identifying individuals qualified to become members of our board of directors;
- recommending to the board of directors the persons to be nominated for election as directors and to each of the board’s committees;
- developing and recommending to our board of directors a code of business conduct and ethics and a set of corporate governance guidelines;
- reviewing and overseeing the company’s environmental, social and governance, or ESG, strategy, initiatives, and policies, including matters related to environmental, health and safety, diversity and inclusion, and ethics and compliance programs; and
- overseeing the evaluation of our board of directors and management.

The nominating and corporate governance committee considers candidates for board of director membership suggested by its members and our Chief Executive Officer. Additionally, in selecting nominees for directors, the nominating and corporate governance committee will review candidates recommended by stockholders in the same manner and using the same general criteria as candidates recruited by the committee and/or recommended by our board of directors. Any stockholder who wishes to recommend a candidate for consideration by the committee as a nominee for director should follow the procedures described later in this proxy statement under the heading “Stockholder Proposals.” The nominating and corporate governance committee will also consider whether to nominate any person proposed by a stockholder in accordance with the provisions of our bylaws relating to stockholder nominations as described later in this proxy statement under the heading “Stockholder Proposals.”

We believe that the composition and functioning of our nominating and corporate governance committee complies with all applicable requirements of the Sarbanes-Oxley Act, and all applicable SEC and Nasdaq Rules and regulations. We intend to comply with future requirements to the extent they become applicable to us.

Our board of directors may from time to time establish other committees.

Identifying and Evaluating Director Nominees.

Our board of directors is responsible for filling vacancies on our board of directors and for nominating candidates for election by our stockholders each year in the class of directors whose term expires at the relevant annual meeting. Our board of directors delegates the selection and nomination process to the nominating and corporate governance committee, with the expectation that other members of the board of directors, and of management, will be requested to take part in the process as appropriate.

Generally, the nominating and corporate governance committee identifies candidates for director nominees in consultation with management, through the use of search firms or other advisors, through the

recommendations submitted by stockholders or through such other methods as the nominating and corporate governance committee deems to be helpful to identify candidates. Once candidates have been identified, the nominating and corporate governance committee confirms that the candidates meet all of the minimum qualifications for director nominees established by nominating and corporate governance committee. The nominating and corporate governance committee may gather information about the candidates through interviews, detailed questionnaires, comprehensive background checks or any other means that the nominating and corporate governance committee deems to be appropriate in the evaluation process. The nominating and corporate governance committee then meets as a group to discuss and evaluate the qualities and skills of each candidate, both on an individual basis and taking into account the overall composition and needs of our board of directors. Based on the results of the evaluation process, the nominating and corporate governance committee recommends candidates for our board of directors' approval to fill a vacancy or as director nominees for election to the board of directors by our stockholders each year in the class of directors whose term expires at the relevant annual meeting.

Minimum Qualifications for Director Nominees.

Our nominating and corporate governance committee and our board of directors consider a broad range of factors relating to the qualifications of nominees. Our nominating and corporate governance committee's and our board of directors' priority in selecting board members is the identification of persons who will provide a composite mix of backgrounds, experience, knowledge and capabilities that will allow our board to promote our strategic objectives and fulfill its responsibilities to our stockholders.

Board and Committee Meetings Attendance

The full board of directors met eight (8) times during the fiscal year ended December 31, 2025. Each incumbent director attended in person or participated via teleconference in 75% or more of the aggregate of (i) the total number of meetings of our board of directors (held during the period for which such person has been a director), and (ii) the total number of meetings held by all committees of our board of directors on which such person served (during the periods that such person served).

Director Attendance at Annual Meeting of Stockholders

Under our corporate governance guidelines, each of our directors is expected to attend our annual meetings of stockholders to the extent practicable, and we encourage our directors to attend our annual meetings of stockholders. Last year, we held an annual meeting of stockholders on June 12, 2025, at which three directors who were members of our board of directors at such time were present.

Policy on Trading, Pledging and Hedging of Company Stock

Certain transactions in our securities (such as purchases and sales of publicly traded put and call options, and short sales) create a heightened compliance risk or could create the appearance of misalignment between management and stockholders. In addition, securities held in a margin account or pledged as collateral may be sold without consent if the owner fails to meet a margin call or defaults on the loan, thus creating the risk that a sale may occur at a time when an officer or director is aware of material, non-public information or otherwise is not permitted to trade in Company securities. Our amended and restated insider trading policy expressly prohibits short sales and derivative transactions of our stock and purchases or sales of puts, calls, or other derivative securities of the Company or any derivative securities that provide the economic equivalent of ownership of any of the Company's securities or an opportunity, direct or indirect, to profit from any change in the value of the Company's securities or engage in any other hedging transaction with respect to the Company's securities, at any time, by our executive officers, directors, employees and certain designated consultants and contractors, including anyone employed by or acting as an officer or director of any of the Company's subsidiaries.

Insider Trading Policy

We have adopted an amended and restated insider trading policy governing the purchase, sale, and/or other dispositions of our securities by our directors, officers, employees, and designated consultants, that we believe is reasonably designed to promote compliance with insider trading laws, rules and regulations, and

the Nasdaq Stock Market listing standards that are applicable to us. A copy of our insider trading policy is filed as Exhibit 19 to our 2025 Annual Report.

In addition, with regard to the Company's trading in its own securities, it is the Company's policy to comply with applicable insider trading laws, rules and regulations, and any exchange listing standards when engaging in transactions in Company securities.

Rule 10b5-1 Trading Plan Policy

We have adopted a Rule 10b5-1 trading plan policy, which permits our officers, directors, and certain other persons to enter into trading plans complying with Rule 10b5-1 under the Exchange Act. Generally, under these trading plans, the individual relinquishes control over the transactions once the trading plan is put into place and can only put such plans into place while the individual is not in possession of material non-public information. Accordingly, sales under these plans may occur at any time, including possibly before, simultaneously with, or immediately after significant events involving our company.

Compensation Recovery Policy

In accordance with the requirements of the SEC and Nasdaq listing rules, our board of directors adopted a compensation recovery policy that provides that in the event we are required to prepare a restatement of financial statements due to material noncompliance with any financial reporting requirement under securities laws, we will seek to recover any incentive-based compensation that was based upon the attainment of a financial reporting measure and that was received by any current or former executive officer during the three-year period preceding the date that the restatement was required if such compensation exceeds the amount that the executive officers would have received based on the restated financial statements. A copy of our compensation recovery policy is filed as Exhibit 97.1 to our 2025 Annual Report.

Corporate Sustainability

A continued area of focus for our board of directors has been our corporate sustainability-related practices which are integrated into our business strategy and planning including product safety, human capital management, and ethics and compliance. These are among the areas of focus that are critical to our long-term success and resiliency. We are therefore committed to increasing our transparency and further identifying issues that may have a material effect on corporate strategy, risks, opportunities or performance. To facilitate talent attraction and retention, we strive to make Black Diamond a safe and rewarding workplace, with opportunities for our employees to grow and develop in their careers, supported by strong compensation, benefits and health and wellness programs, and by programs that build connections between our employees.

Human Capital Management. As of March 11, 2026, we had 21 full-time employees. Three of our employees have Ph.D. degrees, two have Pharm.D. degrees, and three have M.D. degrees. Of our full-time employees, 12 were engaged in research and development activities. None of our employees are represented by labor unions or covered by collective bargaining agreements. We consider our relationship with our employees to be good. Our future success depends on our ability to attract, develop and retain key personnel and maintain our culture. As these areas directly impact our ability to compete and innovate, they are key focus areas for our board of directors and senior executives. The biopharmaceutical industry is highly competitive and recruiting and retaining employees is critical to the continued success of our business. To attract, maintain and motivate our team of high achieving professionals, we offer competitive compensation and benefits, a collaborative work environment, ongoing professional development initiatives, attractive career advancement opportunities and have adopted policies, initiatives and programs that build connections between our employees that foster an inclusive work environment.

Ethics and Compliance. We continue to strengthen corporate compliance through our commitment to honest and ethical conduct and with clear oversight and accountability from senior executives and directors. Our internal policies are based on industry-standard principles for behavior in this area. This also includes our Code of Business Conduct and Ethics, which outlines our commitment to ethical business practices and applies to all of our employees, officers and directors.

Health and Safety. The success of our business is fundamentally connected to the well-being of our employees. Accordingly, we are committed to their health, safety and wellness. We provide our employees and their families with access to a variety of innovative, flexible and convenient health and wellness programs, including benefits that provide protection and security so they can have peace of mind concerning events that may require time away from work or that impact their financial well-being; that support their physical and mental health by providing tools and resources to help them improve or maintain their health status and encourage engagement in healthy behaviors; and that offer choice where possible so they can customize their benefits to meet their needs and the needs of their families.

Code of Business Conduct and Ethics

We have adopted a written code of business conduct and ethics that applies to our directors, officers and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. A current copy of the code is posted on the corporate governance section of our website, which is located at <https://investors.blackdiamondtherapeutics.com/corporate-governance/governance-documents>. If we make any substantive amendments to, or grant any waivers from, the code of business conduct and ethics for any officer or director, we will disclose the nature of such amendment or waiver on our website or in a Current Report on Form 8-K.

Environmental

We are committed to minimizing the environmental impacts of our business. We encourage all employees to reduce waste and emissions through recycling and other energy conservation measures. The following are a few of the initiatives that demonstrate our commitment to environmental impact:

- We are subject to numerous environmental, health and safety laws and regulations.
- Our employees are required to promptly report any known or suspected violations of environmental laws or any events that may result in a discharge or emission of hazardous materials.
- We have recycling in all facilities.
- We minimize use of disposable bottles and printing of paper.
- We encourage video conferencing for non-essential meetings to reduce travel and commute emissions.

Board Leadership Structure and Board's Role in Risk Oversight

Our bylaws and corporate governance guidelines provide our board of directors the flexibility to determine the appropriate leadership structure for our board of directors, including whether the offices of Chief Executive Officer and chair should be separate or combined and why our board of directors' leadership structure is appropriate given the specific characteristics or circumstances of our Company and our board of directors' assessment of its leadership from time to time. Mark A. Velleca, our President and Chief Executive Officer since September 2023, also has served as the chair of our board of directors since December 2022, and Samarth Kulkarni currently serves as our lead independent director. Our board of directors has concluded that our current leadership structure is appropriate at this time. Our board of directors is of the view that the combined role of chair and Chief Executive Officer promotes united leadership and direction and provides management a clear focus to execute our strategy and business plans. As Chief Executive Officer, Dr. Velleca is best suited to ensure that critical business issues are brought before our board of directors, which enhances our board of directors' ability to develop and implement business strategies. In sessions of our board of director meetings in which our management, including our Chief Executive Officer, does not participate, the lead independent director serves as a liaison to management on behalf of the non-employee members of our board of directors. The lead independent director's duties and responsibilities also include serving as the liaison between the chair of our board of directors and the independent directors, reviewing meeting agendas and schedules of meetings of the board of directors to assure that there is sufficient time for discussion of all agenda items and having the authority to call meetings of the independent directors.

Risk is inherent to every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including risks relating to our financial condition, development activities, operations, strategic direction, cybersecurity and intellectual property. Management is responsible for the day-to-day management of risks we face, while our board of directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our board of directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed.

The role of the board of directors in overseeing the management of our risks is conducted primarily through committees of the board of directors, as disclosed in the descriptions of each of the committees above and in the charters of each of the committees. The full board of directors (or the appropriate board committee in the case of risks that are under the purview of a particular committee) discusses with management our major risk exposures, their potential impact on us, and the steps we take to manage them. When a board committee is responsible for evaluating and overseeing the management of a particular risk or risks, the chair of the relevant committee reports on the discussion to the full board of directors during the committee reports portion of the next board meeting. This enables the board of directors and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Communication with the Directors of Black Diamond Therapeutics

Any stockholder or interested party may communicate with our board of directors, as a whole, or with individual directors on the board of directors, through an established process for stockholder and other interested party communication. For a communication directed to the board of directors as a whole, stockholders and other interested parties may submit a written communication by postal mail to the attention of the chair of our board of directors at the following address: Black Diamond Therapeutics, Inc., Attention: Chair of the Board of Directors, c/o Corporate Secretary, 245 First Street, 18th Floor Cambridge, MA 02142.

For a communication directed to an individual director in his or her capacity as a member of the board of directors, stockholders and other interested parties may send such communication to the attention of the individual director at the following address: Black Diamond Therapeutics, Inc., Attention: [Name of Individual Director], c/o Corporate Secretary, 245 First Street, 18th Floor Cambridge, MA 02142.

We will forward by U.S. Mail any such communication to each director, and the chair of the board of directors in his capacity as a representative of the board of directors, to whom such communication is addressed to the address specified by each such director and the chair of the board of directors, unless there are safety or security concerns that mitigate against further transmission. A copy of any such written communication may also be forwarded to the Company's general counsel and a copy of such communication may be retained for a reasonable period of time. You may submit your concern anonymously or confidentially.

Communications may be forwarded to other directors if they relate to important substantive matters and include suggestions or comments that may be important for other directors to know. In general, communications relating to corporate governance and long-term corporate strategy are more likely to be forwarded than communications relating to ordinary business affairs, personal grievances and matters as to which we tend to receive repetitive or duplicative communications.

The audit committee oversees the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or audit matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting, internal accounting controls or auditing matters. The Company has also established a toll-free telephone number for the reporting of such activity, which is (855)-996-3716.

Director Compensation

The table below shows all compensation earned by or paid to our non-employee directors during the year ended December 31, 2025, or fiscal year 2025. During fiscal year 2025, Mark A. Velleca, our President and Chief Executive Officer, served as a member of our board of directors as well as an employee, and

received no additional compensation for his services as a member of our board of directors. The compensation received by Dr. Velleca during fiscal year 2025 is set forth in the section of this proxy statement captioned “Executive Compensation — 2025 Summary Compensation Table.”

Non-Employee Director Compensation Table

| Name ⁽¹⁾ | Fees Earned or Paid in Cash (\$) ⁽²⁾ | Option Awards (\$) ⁽³⁾ | Total (\$) |
|-------------------------|---|-----------------------------------|------------|
| Ali Behbahani, M.D. | 57,500 | 57,030 | 114,530 |
| Shannon Campbell | 51,000 | 57,030 | 108,030 |
| Kapil Dhingra, M.B.B.S. | 48,000 | 57,030 | 105,030 |
| Samarth Kulkarni, Ph.D. | 69,000 | 57,030 | 126,030 |
| Garry E. Menzel, Ph.D. | 60,000 | 57,030 | 117,030 |
| Prakash Raman, Ph.D. | 51,500 | 57,030 | 108,530 |

- (1) As of December 31, 2025, Dr. Behbahani held outstanding options for 107,600 shares of our common stock, Ms. Campbell held outstanding options for 122,200 shares of our common stock, Dr. Dhingra held outstanding options for 196,795 shares of our common stock, Dr. Kulkarni held outstanding options for 175,574 shares of our common stock, Dr. Menzel held outstanding options for 161,382 shares of our common stock, and Dr. Raman held outstanding options for 122,200 shares of our common stock.
- (2) Amounts represent cash compensation for services rendered by each member of the board of directors. Dr. Behbahani and Dr. Raman elected to receive their cash compensation in the form of unrestricted shares.
- (3) Amounts shown reflect the grant date fair value of stock option awards granted during fiscal year 2025. The grant date fair value was computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718, or ASC Topic 718, Compensation — Stock Compensation, disregarding the effect of estimated forfeitures related to service-based vesting. These amounts reflect the accounting cost for stock options and do not correspond to the actual economic value that may be received by the director upon exercise of the stock options. See Note 8 to our audited consolidated financial statements in our 2025 Annual Report regarding certain assumptions we made in determining the fair value of option awards.

Non-Employee Director Compensation Program

Our non-employee directors are compensated pursuant to a formal policy, pursuant to which we pay our non-employee directors a cash retainer for service on the board of directors and for service on each committee on which the director is a member. The chair of each committee receives a higher retainer for such service. The fees paid to non-employee directors for service on the board of directors and for service on each committee of the board of directors on which the director is a member are as follows:

| | |
|--|----------|
| Annual Retainer for Board Membership | |
| Annual service on the board of directors | \$40,000 |
| Additional Annual Retainer for Board Membership | |
| Annual service as non-executive chair of the board | \$30,000 |
| Annual service as lead independent director of the board | \$25,000 |
| Additional Annual Retainer for Committee Membership | |
| Annual service as member of the audit committee (other than chair) | \$ 7,500 |
| Annual service as chair of the audit committee | \$15,000 |
| Annual service as member of the compensation committee (other than chair) | \$ 5,000 |
| Annual service as chair of the compensation committee | \$10,000 |
| Annual service as member of the nominating and corporate governance committee (other than chair) | \$ 4,000 |
| Annual service as chair of the nominating and corporate governance committee | \$ 8,000 |

Non-employee directors are given the opportunity to elect to receive all or a portion of their cash retainer and committee fees in the form of an equity award of unrestricted shares having a grant date fair value equal to the amount (or portion of the amount) of such retainer and committee fees. We also reimburse our non-employee directors for reasonable out-of-pocket expenses incurred by our non-employee directors in connection with attending our meetings of the board of directors and committees thereof.

In addition, each new non-employee director elected to our board of directors will be granted an option to purchase 61,100 shares of our common stock on the date of such director's election or appointment to the board of directors, which will vest ratably in thirty-six (36) equal monthly installments following the grant date, subject to the director's continued service on our board of directors through such vesting date. On the date of each annual meeting of stockholders of our Company, each continuing non-employee director will be granted an option to purchase 30,550 shares of our common stock, which will vest in full upon the earlier to occur of the first anniversary of the date of grant or the date of the next annual meeting, subject to the director's continued service on our board of directors through such vesting date.

The value of all equity awards and all other cash compensation paid by the Company to any non-employee director in any calendar year may not exceed: (i) \$1,000,000 in the first calendar year an individual becomes a non-employee director; and (ii) \$750,000 in any other calendar year. For the purpose of this limitation, the value of any equity award is its grant date fair value.

This program is intended to provide a total compensation package that enables us to attract and retain qualified and experienced individuals to serve as directors and to align our directors' interests with those of our stockholders.

Employee directors will receive no additional compensation for their service as a director.

In January 2026, we amended and restated our non-employee director compensation policy, effective January 1, 2026, for the following changes:

- Removed the additional annual cash retainer for the non-executive chair of the board;
- Increased the annual cash retainer for the compensation committee chair from \$10,000 to \$12,000;
- Increased the annual cash retainer for compensation committee members (other than the chair) from \$5,000 to \$6,000;
- Increased the annual cash retainer for the nominating and corporate governance committee chair from \$8,000 to \$10,000;
- Increased the annual cash retainer for nominating and corporate governance committee members (other than the chair) from \$4,000 to \$5,000;
- Increased the size of the new non-employee director option grant from 61,100 shares to 80,000 shares; and
- Increased the size of the annual non-employee director option grant from 30,550 shares to 40,000 shares.

EXECUTIVE COMPENSATION

We are a “smaller reporting company,” as defined in the applicable rules promulgated under the Securities Act, and the following compensation disclosure is intended to comply with the requirements applicable to smaller reporting companies. This section provides an overview of the compensation awarded to, earned by, or paid to our principal executive officer during fiscal year 2025, and our next two most highly compensated executive officers in respect of their service to our Company for fiscal year 2025. We refer to these individuals as our named executive officers. Our named executive officers for fiscal year 2025 are:

- Mark A. Velleca, M.D., Ph.D., our President and Chief Executive Officer;
- Brent Hatzis-Schoch, Esq., our Chief Operating Officer and General Counsel; and
- Sergey Yurasov, M.D., Ph.D., our Chief Medical Officer.

Our executive compensation program is based on a pay for performance philosophy. Compensation for Drs. Velleca and Yurasov and Mr. Hatzis-Schoch is composed primarily of the following main components: base salary, bonus, and equity incentives. Like all full-time employees, our executive officers are eligible to participate in our health and welfare benefit plans. We will continue to evaluate our compensation philosophy and compensation plans and arrangements as circumstances require.

2025 Summary Compensation Table

The following table presents the compensation awarded to, earned by or paid to each of our named executive officers for the years indicated.

| Name and Principal Position | Year | Salary (\$) | Stock Awards (\$) ⁽¹⁾ | Option Awards (\$) ⁽²⁾ | Non-Equity Incentive Plan Compensation (\$) ⁽³⁾ | All Other Compensation (\$) ⁽⁴⁾ | Total (\$) |
|---|------|----------------|--|---|--|--|---------------|
| Mark A. Velleca, M.D., Ph.D. <i>President and Chief Executive Officer</i> | 2025 | 667,400 | 189,000 | 1,006,030 | 348,717 | 23,772 | 2,234,919 |
| | 2024 | 644,800 | — | 1,882,269 | 319,176 | 8,866 | 2,855,111 |
| Brent Hatzis-Schoch, Esq. <i>Chief Operating Officer and General Counsel</i> | 2025 | 511,000 | 189,000 | 352,029 | 206,444 | 23,772 | 1,282,245 |
| | 2024 | 493,700 | — | 701,381 | 191,556 | 18,479 | 1,405,116 |
| Sergey Yurasov, M.D., Ph.D. <i>Chief Medical Officer</i> | 2025 | 525,600 | 189,000 | 402,348 | 212,342 | 22,806 | 1,352,097 |
| | 2024 | 507,800 | — | 788,851 | 197,026 | 21,143 | 1,514,820 |

(1) The amounts reported represent the aggregate grant date fair value of the restricted stock units granted during fiscal year 2025, computed in accordance with FASB or ASC Topic 718, Compensation — Stock Compensation. Such grant date fair value does not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the restricted stock units reported in this column are set forth in Note 8 to our audited consolidated financial statements in our 2025 Annual Report. The amount reported in this column reflects the accounting cost for the restricted stock units and does not correspond to the actual economic value that may be received by our executives upon the settlement of the restricted stock units or any sale of the underlying shares of common stock.

(2) The amounts reported represent the aggregate grant date fair value of the stock options awarded to our named executive officers during fiscal years 2025 and 2024 calculated in accordance with FASB or ASC Topic 718, Compensation — Stock Compensation. Such grant date fair value does not take into account any estimated forfeitures. The assumptions used in calculating the grant date fair value of the stock option reported in this column are set forth in Note 8 to our audited consolidated financial statements in our 2025 Annual Report. The amount reported in this column reflects the accounting cost for the stock option and does not correspond to the actual economic value that may be received by our executives upon the exercise of the stock option or any sale of the underlying shares of common stock.

- (3) The amounts reported reflect bonuses based upon achievement of certain company and individual performance metrics.
- (4) For all of the named executive officers, the amounts reported for fiscal years 2025 and 2024 include a 401(k) matching contribution and a Company paid group term life insurance benefit for Dr. Velleca, Mr. Hatzis-Schoch, and Dr. Yurasov of \$2,772, \$2,772, and \$1,806, respectively. For all of the named executive officers, the amounts reported for fiscal year 2024 additionally include a \$500 per month stipend provided to all employees to be used at such employee's discretion to support commuting, health and wellness or other personal expenses (which program was ended in February 2024).

Narrative to 2025 Summary Compensation Table

Our board of directors and compensation committee review compensation annually for our executive officers. In setting executive base salaries and bonuses and granting equity incentive awards, we consider compensation for comparable positions in the market, the historical compensation levels of our executives, individual performance as compared to our expectations and objectives, our desire to motivate our employees to achieve short- and long-term results that are in the best interests of our stockholders, and a long-term commitment to our Company. We target a general competitive position, based on independent third-party benchmark analytics to inform the mix of compensation of base salary, bonus or long-term incentives.

Our compensation committee is authorized to retain the services of one or more executive compensation advisors, as it sees fit, in connection with the establishment of our executive compensation programs and related policies. In fiscal year 2025, the compensation committee continued to retain Aon's Human Capital Solutions practice, a division of Aon plc to provide it with market information, analysis and other advice relating to executive compensation on an ongoing basis. The compensation committee engaged Aon to, among other things, assist in developing a group of peer companies to help us determine overall compensation for our executive officers, as well as to assess each separate element of compensation. The goal was to ensure that the compensation we offer to our executive officers, individually as well as in the aggregate, is competitive and aligned with our business and executive talent requirements. We do not believe the retention of, and the work performed by, Aon creates any conflict of interest because Aon performs no other work for the Company besides advising the compensation committee.

Our compensation committee is responsible for determining the compensation for all executive officers. Our Chief Executive Officer makes recommendations to our compensation committee, attends committee meetings and is involved in the determination of compensation for the respective executive officers who report to him, except that the Chief Executive Officer does not make recommendations as to his own compensation. Our Chief Executive Officer makes recommendations to our compensation committee regarding short- and long-term compensation for all executive officers (other than himself) based on our results, an individual executive officer's contribution toward these results and performance toward individual goal achievement. Based on its discretion, taking into account the factors noted above, the compensation committee sets the compensation for each executive officer, including for the Chief Executive Officer, without the Chief Executive Officer present.

Base Salaries

Each named executive officer's base salary is a fixed component of annual compensation for performing specific duties and functions, and has been established by our compensation committee or board of directors, as applicable, taking into account each individual's role, responsibilities, skills, and experience. Base salaries for our named executive officers are reviewed annually by our compensation committee or board of directors, as applicable, typically in connection with our annual performance review process, and adjusted from time to time to realign salaries with market levels after taking into account individual responsibilities, performance and experience. For fiscal year 2025, the annual base salaries for Dr. Velleca, Mr. Hatzis-Schoch and Dr. Yurasov were \$667,400, \$511,000, and \$525,600, representing an increase of 3.50%, 3.50%, and 3.51%, respectively, over the annual base salaries of the prior year.

Annual Bonuses

Our named executive officers, as well as other executive officers, are eligible to participate in our Senior Executive Cash Incentive Bonus Plan, or the Bonus Plan, which is an annual bonus program intended to

reward our named executive officers for meeting objective or subjective performance goals for a fiscal year. The Bonus Plan provides for cash payments based upon the attainment of performance targets established by the board of directors, which may relate to financial and operational measures or objectives with respect to the Company, as well as individual performance objectives. Annual corporate goals are established by the board of directors and reviewed and approved by the compensation committee at the beginning of each year. Each executive officer who is selected to participate in the Bonus Plan will have a target bonus opportunity set for each performance period.

With respect to performance in fiscal year 2025, the target bonus opportunity as a percentage of base salary for each of Dr. Velleca, Mr. Hatzis-Schoch and Dr. Yurasov was 55%, 40% and 40%, respectively. Other than for our Chief Executive Officer whose target award opportunity is solely based on corporate performance goals, the target award opportunity for each of our other named executive officers is based 20% on individual performance goals and 80% on corporate performance goals. Individual performance goals include objectives related to functions managed by the executive officer and other objectives supportive of corporate performance goals. We believe this executive bonus plan provides incentive that motivates and rewards achievement of performance goals that directly correlates to enhancement of stockholder value, consistent with our compensation philosophy.

In fiscal year 2025, we made substantial progress and achieved a number of significant milestones relating to our development programs silevertinib and BDTX-4933. In particular, we achieved key development objectives related to the enrollment of patients with newly diagnosed EGFR mutated non-small cell lung cancer in our Phase 2 clinical trial of silevertinib and the licensing of BDTX-4933 to Servier Pharmaceuticals LLC, or Servier. We also delivered on critical organizational and financial objectives, achieving high performance with no new hires and minimal departures and significantly extending our cash runway through a combination of proceeds from the Servier license and focused resource deployment, ending 2025 with approximately \$128.7 million in cash, cash equivalents and investments. Based on a determination that the Company achieved corporate performance goals at 95% of target and other metrics related to our 2025 corporate objectives and taking into account individual performance for executive officers other than the chief executive officer, the compensation committee determined that the bonuses would be paid in the amounts as set forth above in the Summary Compensation Table, representing a payment at 95% of target for Dr. Velleca, and 101% of target for Mr. Hatzis-Schoch and Dr. Yurasov, respectively.

Equity Compensation

Although we do not have a formal policy with respect to the grant of equity incentive awards to our executive officers, we believe that equity grants provide our executives with a strong link to our long-term performance, create an ownership culture and help to align the interests of our executives and our stockholders. In addition, we believe that equity grants with a time-based vesting feature promote executive retention because this feature incentivizes our executive officers to remain in our employment during the vesting period, while equity grants with performance-based vesting features encourage achievement of critical R&D and corporate development milestones. Accordingly, our board of directors periodically reviews the equity incentive compensation of our named executive officers and from time to time may grant equity incentive awards to them.

See the “Outstanding Equity Awards at 2025 Fiscal Year End” table for additional detail.

Policy and Practice Related to the Grant of Certain Equity Awards

We have adopted an equity award policy that sets forth the process and timing for us to follow when we grant equity awards for shares of our common stock to our employees, including our executive officers, or advisors or consultants (other than our non-employee directors) pursuant to our equity compensation plans. All grants of equity awards must be approved in advance by our board of directors, compensation committee or, subject to the delegation requirements in the policy, our Chief Executive Officer and General Counsel (our “grant committee”). The equity award granting authority delegated to our grant committee applies to employees at the Senior Vice President level and below who are not (and are not reasonably expected to be upon hiring) officers (as defined in Section 16 of the Exchange Act and Rule 16a-1 promulgated thereunder) nor members of the grant committee and to equity awards within the specific ranges and

subject to a maximum annual aggregate amount as may be set forth in the policy, as approved by our compensation committee from time to time.

Our board of directors, compensation committee and grant committee do not take material, non-public information into account when determining the timing of equity awards in order to take advantage of a depressed stock price or an anticipated increase in stock price. Similarly, it is our practice not to time the release of material nonpublic information based on equity award grant dates or for the purpose of affecting the value of executive compensation.

We generally make awards on a regularly scheduled basis in accordance with our equity award grant policy. Equity awards to existing employees (other than in connection with a promotion or other special grant), including our executive officers, will generally be made, if at all, on an annual basis and will be effective on the date such grant is approved or such future date as approved by our board of directors, compensation committee or its delegate(s), as applicable. Annual equity awards to members of our board of directors are made on the date of our annual meeting of stockholders, and equity awards (other than delegated awards) granted in connection with the hiring of a new employee, the promotion of an existing employee or the recognition of an existing employee for exceptional performance will generally be made, if at all, on a quarterly basis and will be effective on the later of (i) the date on which such individual's employment begins or promotion or recognition occurs or (ii) the date on which such grant is approved by our board of directors, compensation committee or its delegate(s), as applicable.

During 2025, we did not grant stock options to any of our named executive officers during any period beginning four business days before and ending one business day after the filing or furnishing of a Form 10-K, 10-Q or 8-K that discloses material nonpublic information.

Retirement Programs

401(k) Plan

We maintain a tax-qualified 401(k) and Profit Sharing defined contribution plan, or the 401(k) plan, in which substantially all of our full-time U.S. employees, including our executive officers, are eligible to participate. We provide an employer safe harbor matching contribution equal to 100% of a participant's eligible contributions of up to 6% of eligible compensation, subject to limits established by the Internal Revenue Code of 1986, as amended, and any regulations promulgated thereunder, or the Code. All matching contributions are fully vested when made. Our 401(k) Plan is intended to provide our employees, including our executive officers, with an opportunity for tax-efficient retirement savings and long-term financial security. We do not sponsor any qualified or non-qualified defined benefit plans for any of our employees or executives.

Health and Welfare Benefits

All of our full-time employees, including our executive officers are eligible to participate in certain medical, disability and life insurance benefit programs offered by us. We pay the premiums for term life insurance and long-term disability for all of our employees, including our executive officers. We also provide all employees, including executive officers, with a flexible spending account plan, an employee stock purchase plan and paid time off benefits including, vacation, sick time and holidays.

Employee Stock Purchase Plan

Pursuant to our employee stock purchase plan, employees, including our named executive officers, have an opportunity to purchase our common shares at a discount on a tax-qualified basis through payroll deductions. The employee stock purchase plan is designed to qualify as an "employee stock purchase plan" under Section 423 of the Internal Revenue Code. The purpose of the employee stock purchase plan is to encourage our employees, including our named executive officers, to become our shareholders and better align their interests with those of our other shareholders.

Outstanding Equity Awards at 2025 Fiscal Year End Table

The following table presents information regarding all outstanding stock options and stock awards held by each of our named executive officers on December 31, 2025.

| Name | Option Awards ⁽¹⁾ | | | | | | Stock Awards ⁽¹⁾ | |
|------------------------------|------------------------------|---------------------------|--|---|----------------------------|------------------------|--|---|
| | Grant Date | Vesting Commencement Date | Number of Securities Underlying Unexercised Options (#) Exercisable ⁽²⁾ | Number of Securities Underlying Unexercised Options (#) Unexercisable | Option Exercise Price (\$) | Option Expiration Date | Number of Shares or Units of Stock that Have not Vested (#) ⁽³⁾ | Market Value of Shares or Units of Stock that Have Not Vested (\$) ⁽⁴⁾ |
| Mark A. Velleca, M.D., Ph.D. | 8/9/2021 | 8/9/2021 | 30,000 | — | 9.85 | 8/8/2031 | — | — |
| | 6/10/2022 | 6/7/2022 | 15,000 | — | 2.14 | 6/9/2032 | — | — |
| | 5/16/2023 | 5/16/2023 | 16,500 | — | 1.82 | 5/15/2033 | — | — |
| | 9/17/2023 | 9/17/2023 | 562,495 | 437,505 | 3.55 | 9/16/2033 | — | — |
| | 2/14/2024 | 2/14/2024 | 246,123 | 290,877 | 4.86 | 2/13/2034 | — | — |
| | 1/30/2025 | 1/30/2025 | — | 500,000 | 2.52 | 1/29/2035 | — | — |
| | 1/30/2025 | 1/30/2025 | — | — | — | — | 75,000 | 182,250 |
| Brent Hatzis-Schoch, Esq. | 6/12/2019 ⁽⁵⁾ | 5/22/2019 | 160,474 | — | 3.20 | 6/11/2029 | — | — |
| | 12/5/2019 ⁽⁵⁾ | 12/5/2019 | 71,251 | — | 10.86 | 12/4/2029 | — | — |
| | 1/29/2020 | 2/3/2020 | 78,751 | — | 19.00 | 1/29/2030 | — | — |
| | 2/17/2021 | 2/17/2021 | 75,000 | — | 28.69 | 2/16/2031 | — | — |
| | 2/15/2022 | 2/15/2022 | 86,248 | 3,752 | 3.79 | 2/14/2032 | — | — |
| | 2/13/2023 | 2/13/2023 | 141,665 | 58,335 | 2.92 | 2/12/2033 | — | — |
| | 2/14/2024 | 2/14/2024 | 91,666 | 108,334 | 4.86 | 2/13/2034 | — | — |
| | 1/30/2025 | 1/30/2025 | — | 175,000 | 2.52 | 1/29/2035 | — | — |
| | 1/30/2025 | 1/30/2025 | — | — | — | — | 75,000 | 182,250 |
| Sergey Yurasov, M.D., Ph.D. | 6/1/2022 | 6/1/2022 | 218,747 | 31,253 | 1.69 | 5/31/2032 | — | — |
| | 2/13/2023 | 2/13/2023 | 177,081 | 72,919 | 2.92 | 2/12/2033 | — | — |
| | 2/14/2024 | 2/14/2024 | 103,124 | 121,876 | 4.86 | 2/13/2034 | — | — |
| | 1/30/2025 | 1/30/2025 | — | 200,000 | 2.52 | 1/29/2035 | — | — |
| | 1/30/2025 | 1/30/2025 | — | — | — | — | 75,000 | 182,250 |

- (1) Unless otherwise noted, each equity award is subject to the terms of our 2020 Stock Option and Incentive Plan, or 2020 Plan. Additionally, each grant is subject to certain acceleration benefits as described in “Employment Arrangements with Our Named Executive Officers” below.
- (2) 25% of the shares subject to the stock option vest on the first anniversary of the vesting commencement date and the remaining 75% vest in 36 equal monthly installments thereafter, generally subject to the named executive officer’s continuous service relationship with the Company through each applicable vesting date.
- (3) 50% of the restricted stock units vest on the first anniversary of the vesting commencement date and the remaining 50% vest on the second anniversary of the vesting commencement date, generally subject to the named executive officer’s continuous service relationship with the Company through each applicable vesting date.
- (4) The amounts reported represent the number of unvested units multiplied by the closing market price of a share of our common stock on December 31, 2025, the last trading day of fiscal year 2025, which was \$2.43.
- (5) This option grant is subject to the terms of our 2017 Employee, Director and Consultant Equity Incentive Plan.

Employment Arrangements with Our Named Executive Officers

Mark A. Velleca, M.D., Ph.D.

In September 2023, we entered into an employment agreement with Dr. Velleca, or the Velleca Employment Agreement. The Velleca Employment Agreement set forth Dr. Velleca's then-current annual base salary of \$620,000 and eligibility for an annual performance-based incentive cash bonus in an amount up to 55% of Dr. Velleca's then-current base salary. In connection with his appointment as our chief executive officer, Dr. Velleca was also granted stock options to purchase 1,000,000 shares of the Company's common stock which will fully vest upon Dr. Velleca's continued service through the fourth anniversary of his appointment as our chief executive officer.

In the event Dr. Velleca's employment is terminated for any reason, the Company shall pay or provide to Dr. Velleca (i) any base salary earned through the date of termination, (ii) unpaid expense reimbursements and (iii) any vested benefits Dr. Velleca may have under any employee benefit plan of the Company through the date of termination. In the event Dr. Velleca's employment is terminated by the Company without Cause or by Dr. Velleca for Good Reason outside of the Change in Control Period, in addition to any accrued obligations, subject to his signing and complying with a release agreement and the release agreement becoming irrevocable, Dr. Velleca will be entitled to (i) receive a lump sum cash payment equal to the sum of (A) twelve (12) months of his annual base salary then in effect plus (B) his target annual performance bonus for the then-current year; provided in the event he is entitled to any payments pursuant to the Restrictive Covenants Agreement, the severance amount received in any calendar year will be reduced by the amount he is paid in the same such calendar year pursuant to the Restrictive Covenants Agreement, (ii) partial accelerated vesting of his outstanding stock options with respect to the same number of shares that would have vested if he had continued in employment with the Company for twelve (12) months after the termination date, and (iii) receive a monthly payment equal to the monthly employer contribution the Company would have made to provide health insurance had he remained employed, paid to either the group health plan provider, the COBRA provider or directly to him for up to twelve (12) months. In the event Dr. Velleca's employment is terminated by the Company without Cause or by Dr. Velleca for Good Reason within the Change in Control Period, in addition to any accrued obligation, subject to his signing and complying with a release agreement and the release agreement becoming irrevocable, Dr. Velleca will be eligible to (i) receive a lump sum cash payment equal to the sum of (A) eighteen (18) months of his annual base salary then in effect plus (B) his target annual performance bonus for the then-current year; provided in the event he is entitled to any payments pursuant to the Restrictive Covenants Agreement, the severance amount received in any calendar year will be reduced by the amount he is paid in the same such calendar year pursuant to the Restrictive Covenants Agreement, (ii) full acceleration of vesting of any of his unvested equity awards, and (iii) receive a monthly payment equal to the monthly employer contribution the Company would have made to provide health insurance had he remained employed, paid to either the group health plan provider, the COBRA provider or directly to him for up to eighteen (18) months. The terms "Cause," "Good Reason," "Change in Control Period" and "Restrictive Covenants Agreement" are each defined in the Velleca Employment Agreement.

In addition, Dr. Velleca entered into an agreement with us, which contains protections of confidential information, requires the assignment of inventions and contains other restrictive covenants.

Brent Hatzis-Schoch, Esq.

In January 2020, we entered into an employment agreement with Mr. Hatzis-Schoch, or the Hatzis-Schoch Employment Agreement. The Hatzis-Schoch Employment Agreement provided for Mr. Hatzis-Schoch's continued employment and set forth his annual base salary, the terms of his discretionary annual bonus, the term of his employment, certain expense reimbursements, and his eligibility to participate in our benefit plans generally.

In the event Mr. Hatzis-Schoch's employment is terminated by the Company without Cause or by Mr. Hatzis-Schoch for Good Reason outside of the Change in Control Period, in addition to any accrued obligation, subject to his signing and complying with a release agreement and the release agreement becoming irrevocable, Mr. Hatzis-Schoch will be entitled to (i) receive a lump sum cash payment equal to 100% of Mr. Hatzis-Schoch annual base salary then in effect, payable over a 12-month period following termination

(ii) receive 100% of his target annual performance bonus for the then-current year, payable over a 12-month period following termination and (iii) receive up to 12 monthly payments equal to the monthly employer contribution the Company would have made to provide health insurance had Mr. Hatzis-Schoch remained employed, paid to either the group health plan provider, the COBRA provider or directly to Mr. Hatzis-Schoch. In the event Mr. Hatzis-Schoch's employment is terminated by the Company without Cause or by Mr. Hatzis-Schoch for Good Reason within the Change in Control Period, in addition to any accrued obligation, subject to his signing and complying with a release agreement and the release agreement becoming irrevocable, Mr. Hatzis-Schoch will be entitled to the same rights listed immediately above, except that any base salary and bonus-related payments will be paid in lump sum, and he will also be entitled to full acceleration of vesting of any of his unvested equity awards. The terms "Cause," "Good Reason" and "Change in Control Period" are each defined in the Hatzis-Schoch Employment Agreement.

In addition, Mr. Hatzis-Schoch entered into an agreement with us, which contains protections of confidential information, requires the assignment of inventions and contains other restrictive covenants.

Sergey Yurasov, M.D., Ph.D.

In June 2022, we entered into an employment agreement with Dr. Yurasov, or the Yurasov Employment Agreement. Dr. Yurasov is employed "at will." The Yurasov Employment Agreement set forth Dr. Yurasov's then-current annual base salary of \$465,000 and eligibility for an annual performance-based incentive cash bonus in an amount up to 40% of Dr. Yurasov's then-current base salary. The Yurasov Employment Agreement also provided for a signing bonus and new hire option grant.

In the event Dr. Yurasov's employment is terminated for any reason, the Company shall pay or provide to Dr. Yurasov (i) any salary earned through the date of termination, (ii) unpaid expense reimbursements and (iii) any vested benefits Dr. Yurasov may have under any employee benefit plan of the Company through the date of termination. In the event Dr. Yurasov's employment is terminated by the Company without Cause or by Dr. Yurasov for Good Reason outside of the Change in Control Period, in addition to any accrued obligation, subject to his signing and complying with a release agreement and the release agreement becoming irrevocable, Dr. Yurasov will be entitled to (i) receive a cash payment equal to 100% of Dr. Yurasov's annual base salary then in effect, payable over a 12-month period following termination (ii) receive 100% of his target annual performance bonus for the then-current year, payable over a 12-month period following termination and (iii) receive up to 12 monthly payments equal to the monthly employer contribution the Company would have made to provide health insurance had Dr. Yurasov remained employed, paid to either the group health plan provider, the COBRA provider or directly to Dr. Yurasov. In the event Dr. Yurasov's employment is terminated by the Company without Cause or by Dr. Yurasov for Good Reason within the Change in Control Period, in addition to any accrued obligation, subject to Dr. Yurasov signing and complying with a release agreement and the release agreement becoming irrevocable, Dr. Yurasov will be entitled to the same rights listed immediately above, except that any base salary and bonus-related payments will be paid in lump sum, and he will also be entitled to full acceleration of vesting of any of his unvested equity awards. The terms "Cause," "Good Reason" and "Change in Control Period" are each defined in the Yurasov Employment Agreement.

In addition, Dr. Yurasov entered into an agreement with us, which contains protections of confidential information, requires the assignment of inventions and contains other restrictive covenants.

Compensation Risk Assessment

We believe that although a portion of the compensation provided to our named executive officers and other employees is performance-based, our executive compensation program does not encourage excessive or unnecessary risk taking. Our compensation programs are designed to encourage our named executive officers and other employees to remain focused on both short-term and long-term strategic goals, in particular in connection with our pay-for-performance compensation philosophy. As a result, we do not believe that our compensation programs are reasonably likely to have a material adverse effect on us.

Equity Compensation Plan Information

The following table provides information as of December 31, 2025 with respect to the shares of our common stock that may be issued under our existing equity compensation plans.

| Plan Category | Equity Compensation Plan Information | | |
|--|---|---|---|
| | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted average exercise price of outstanding options, warrants and rights | Number of securities remaining available for future issuance under equity compensation plans (excluding securities in first column) |
| Equity compensation plans approved by security holders ⁽¹⁾⁽²⁾ | 10,110,562 | \$5.83 | 7,665,095 |
| Equity compensation plans not approved by security holders | — | — | — |
| Total | 10,110,562 | \$5.83 | 7,665,095 |

- (1) Includes the following plans: our 2017 Employee, Director and Consultant Equity Incentive Plan, our 2020 Stock Option and Incentive Plan and our 2020 Employee Stock Purchase Plan.
- (2) As of December 31, 2025, a total of 5,974,583 shares of our common stock have been reserved for issuance pursuant to the 2020 Stock Option and Incentive Plan, which number excludes the 2,285,522 shares that were added to the plan as a result of the automatic annual increase on January 1, 2026. The 2020 Stock Option and Incentive Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning on January 1, 2021, by 4% of the outstanding number of shares of our common stock on the immediately preceding December 31 or such lesser number of shares as determined by the compensation committee. This number will be subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization. The shares of common stock underlying any awards that are cancelled, forfeited or otherwise terminated without being exercised and would otherwise have been returned to the share reserve under the 2017 Employee, Director and Consultant Equity Incentive Plan will be added back to the shares of common stock available for issuance under the 2020 Stock Option and Incentive Plan. The Company no longer makes grants under the 2017 Employee, Director and Consultant Equity Incentive Plan. As of December 31, 2025, a total of 1,690,512 shares of our common stock have been reserved for issuance pursuant to the 2020 Employee Stock Purchase Plan, which number excludes the 326,364 shares that were added to the plan as a result of the annual increase on January 1, 2026. The 2020 Employee Stock Purchase Plan provides that the number of shares reserved and available for issuance under the plan will automatically increase each January 1, beginning on January 1, 2021, by the lesser of (i) 326,364 shares of our common stock, (ii) 1% of the outstanding number of shares of our common stock on the immediately preceding December 31 or (iii) such lesser number of shares as determined by the compensation committee. This number will be subject to adjustment in the event of a stock split, stock dividend or other change in our capitalization.

PAY VERSUS PERFORMANCE

As required by Section 953(a) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Item 402(v) of Regulation S-K, we are providing information about the relationship between executive compensation actually paid to our principal executive officer, or PEO, and the other named executive officers (as calculated in accordance with Item 402(v) of Regulation S-K) and certain financial performance measures.

| Fiscal Year ⁽¹⁾ | Summary Compensation Table Total for PEO (\$) ⁽²⁾ | Compensation Actually Paid to PEO (\$) ⁽³⁾ | Average Summary Compensation Table Total for Non-PEO Named Executive Officers (\$) ⁽²⁾ | Average Compensation Actually Paid to Non-PEO Named Executive Officers (\$) ⁽³⁾ | Value of Initial Fixed \$100 Investment Based on Total Shareholder Return (\$) ⁽⁴⁾ | Net Income/(Loss) (\$ million) |
|----------------------------|---|---|--|--|--|--------------------------------------|
| 2025 | 2,234,919 | 2,567,164 | 1,317,171 | 1,430,029 | \$89 | 22,367 |
| 2024 | 2,855,111 | 1,945,965 | 1,459,968 | 1,198,688 | \$76 | (69,676) |

- (1) Dr. Velleca served as our PEO for the entirety of 2025 and 2024 and Mr. Hatzis-Schoch and Mr. Yurasov were our other named executive officers for such years.
- (2) Amounts reported in this column represent (i) the total compensation reported in the Summary Compensation Table for the applicable year in the case of Dr. Velleca and (ii) the average of the total compensation reported in the Summary Compensation Table for the applicable year for the named executive officers reported for the applicable year other than the PEO.
- (3) To calculate “Compensation Actually Paid,” adjustments were made to the amounts reported in the Summary Compensation Table for the applicable year. “Compensation Actually Paid” does not reflect the actual amount of compensation earned by or paid to the individuals — a reconciliation of the adjustments for Dr. Velleca and for the average of the other named executive officers is set forth following the footnotes to this table.
- (4) Pursuant to rules of the SEC, TSR is calculated by taking the difference between the Company’s share price at the end and the beginning of the measurement period and dividing it by the Company’s share price at the beginning of the measurement period. The Company did not issue any dividends during the measurement period. Historic stock price performance is not necessarily indicative of future stock price performance.

Compensation Actually Paid Adjustments

| Fiscal Year | PEO | |
|--|---------------------|---------------------|
| | 2025 | 2024 |
| Summary Compensation Table Total ^(a) | \$ 2,234,919 | \$ 2,855,111 |
| - Grant Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year ^(b) | \$(1,195,030) | \$(1,882,269) |
| + Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year ^(c) | \$ 1,239,599 | \$ 950,518 |
| + Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years ^(d) | \$ 110,272 | \$ (483,040) |
| + Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year ^(e) | — | — |
| + Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year ^(f) | \$ 177,405 | \$ 505,645 |
| - Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year ^(g) | — | — |
| Compensation Actually Paid | <u>\$ 2,567,164</u> | <u>\$ 1,945,965</u> |

| Fiscal Year | Other Named Executive Officers ^(b) | |
|--|---|--------------------|
| | 2025 | 2024 |
| Summary Compensation Table Total ^(a) | \$1,317,171 | \$1,459,968 |
| - Grant Date Fair Value of Option Awards and Stock Awards Granted in Fiscal Year ^(b) | \$ (566,188) | \$ (745,116) |
| + Fair Value at Fiscal Year-End of Outstanding and Unvested Option Awards and Stock Awards Granted in Fiscal Year ^(c) | \$ 578,756 | \$ 376,136 |
| + Change in Fair Value of Outstanding and Unvested Option Awards and Stock Awards Granted in Prior Fiscal Years ^(d) | \$ 29,873 | \$ (129,144) |
| + Fair Value at Vesting of Option Awards and Stock Awards Granted in Fiscal Year That Vested During Fiscal Year ^(e) | — | — |
| + Change in Fair Value as of Vesting Date of Option Awards and Stock Awards Granted in Prior Fiscal Years For Which Applicable Vesting Conditions Were Satisfied During Fiscal Year ^(f) | \$ 70,418 | \$ 236,844 |
| - Fair Value as of Prior Fiscal Year-End of Option Awards and Stock Awards Granted in Prior Fiscal Years That Failed to Meet Applicable Vesting Conditions During Fiscal Year ^(g) | — | — |
| Compensation Actually Paid | <u>\$1,430,029</u> | <u>\$1,198,688</u> |

(a) Represents Total Compensation as reported in the Summary Compensation Table for the indicated fiscal year. With respect to the Other Named Executive Officers, amounts shown represent averages.

(b) Represents the grant date fair value of the stock option and stock awards granted during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.

(c) Represents the fair value as of the indicated fiscal year-end of the outstanding and unvested option awards and stock awards granted during such fiscal year, computed in accordance with the methodology used for financial reporting purposes.

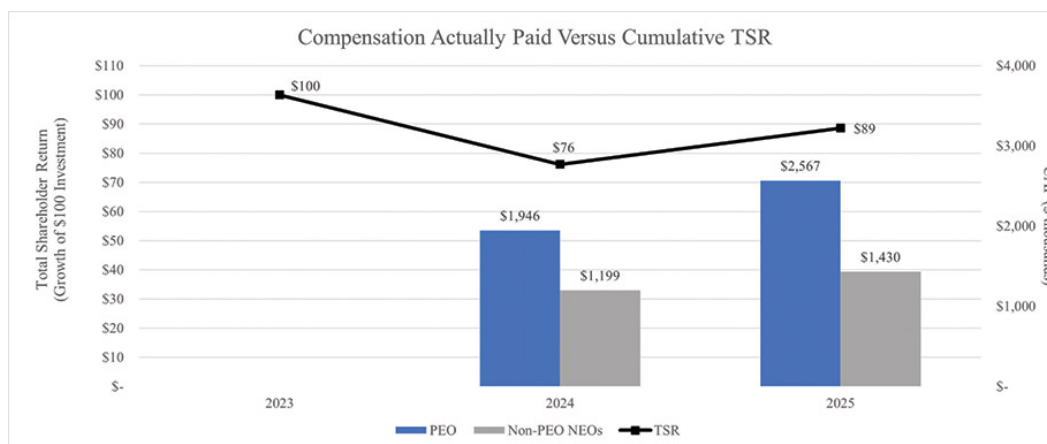
- (d) Represents the change in fair value during the indicated fiscal year of each option award and stock award that was granted in a prior fiscal year and that remained outstanding and unvested as of the last day of the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (e) Represents the fair value at vesting of the option awards and stock awards that were granted and vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (f) Represents the change in fair value, measured from the prior fiscal year-end to the vesting date, of each option award and stock award that was granted in a prior fiscal year and which vested during the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (g) Represents the fair value as of the last day of the prior fiscal year of the option award and stock awards that were granted in a prior fiscal year and which failed to meet the applicable vesting conditions in the indicated fiscal year, computed in accordance with the methodology used for financial reporting purposes.
- (h) See footnote 1 above for the named executive officers included in the average for each year.

Relationship Between Pay and Performance

We believe the “Compensation Actually Paid” in each of the years reported above and over the two-year cumulative period are reflective of our compensation committee’s emphasis on “pay-for-performance” as the “Compensation Actually Paid” fluctuated year-over-year, primarily due to the result of our stock performance and our varying levels of achievement against our performance goals under our annual cash incentive program. As is the case with many pre-commercial companies in the biotechnology industry, the Company’s incentive objectives are predominantly tied to the Company’s strategies and operational goals rather than financial goals. Accordingly, the Company’s compensation program is not meaningfully influenced by financial metrics.

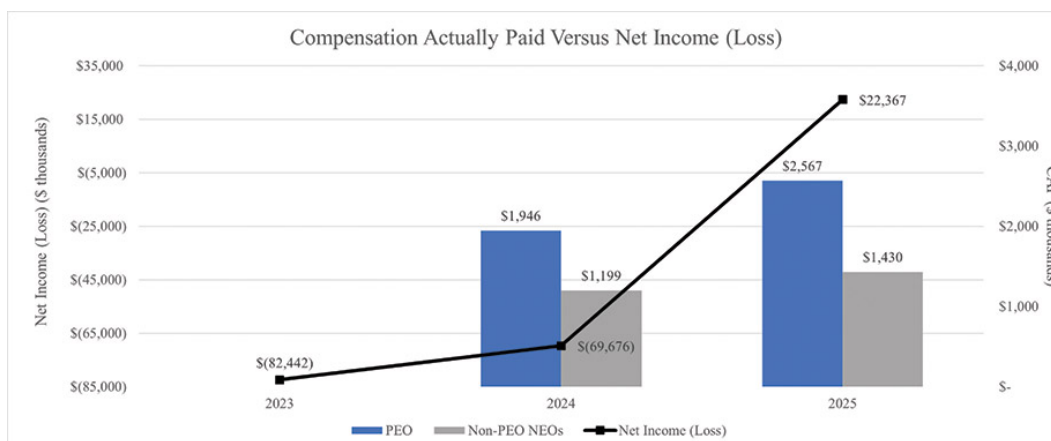
Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and TSR

The following graph sets forth the relationship between CAP to our PEO, the average of CAP to our Non-PEO NEOs, and the Company’s TSR over the period covering 2024 and 2025.



Relationship Between PEO and Non-PEO NEO Compensation Actually Paid and Net Income (Loss)

The following chart sets forth the relationship between Compensation Actually Paid to our PEO, the average of Compensation Actually Paid to our Non-PEO NEOs, and our net income (loss) over the period covering 2024 and 2025.



Performance Measures Used to Link Company Performance and Compensation Actually Paid to the Named Executive Officers

Our compensation committee does not use financial performance measures when making pay for performance decisions because we generally seek to incentivize long term performance rather than yearly financial performance. As is the case with many companies in the biotechnology industry, the Company relies primarily on non-financial strategic and operational goals in setting compensation for our named executive officers.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

Certain Relationships and Transactions

Other than the compensation agreements and other arrangements described under the sections entitled “Executive Compensation” and “Director Compensation” in this proxy statement and the transactions described below, since January 1, 2024, there has not been and there is not currently proposed, any transaction or series of similar transactions to which we were, or will be, a party in which:

- the amount involved exceeded, or will exceed, \$120,000 (or, if less, 1% of the average of our total asset amounts at December 31, 2024 and 2025); and
- in which any director, executive officer, holder of 5% or more of any class of our capital stock or any member of the immediate family of, or entities affiliated with, any of the foregoing persons, had, or will have, a direct or indirect material interest.

Consulting Agreement with KAPital Consulting, LLC

We entered into a consulting agreement with KAPital Consulting, LLC, or KAPital, dated as of July 1, 2017, as amended on January 1, 2020, or the Consulting Agreement, pursuant to which Dr. Dhingra, as the Managing Member of KAPital, provides certain consulting, advisory and other mutually agreed upon services to the Company from time to time, not to exceed eight (8) days per year. Dr. Dhingra is entitled to receive an annual retainer of \$50,000, to be paid in equal quarterly installments and prorated for any partial period, in connection with the services provided pursuant to the Consulting Agreement. Following an initial two-year term, the Consulting Agreement may be automatically renewed for successive one-year periods, unless either party provides written notice to the other at least ninety (90) days prior to the end of the then-current one-year period that such party declines to renew the Consulting Agreement. The Consulting Agreement contains other customary terms and conditions. The Consulting Agreement terminated on September 30, 2024.

In fiscal year 2024, the Company paid \$37,500 to Dr. Dhingra in consideration for the services provided to the Company pursuant to the Consulting Agreement. No payments were made in fiscal year 2025.

Stock Option Grants to Executive Officers

We have granted stock options to our named executive officers as more fully described in the section entitled “Executive Compensation.”

Indemnification Agreements

Our certificate of incorporation provides that we will indemnify our directors and officers to the fullest extent permitted by Delaware law. In addition, we enter into indemnification agreements with our officers and directors that may be broader in scope than the specific indemnification provisions contained in the DGCL. See “Limitation of Liability and Indemnification of Officers and Directors” below for additional information regarding these agreements.

Limitation of Liability and Indemnification of Officers and Directors

As permitted by Delaware law, provisions in our certificate of incorporation and bylaws limit or eliminate the personal liability of directors and officers for a breach of their fiduciary duty of care as a director or officer. The duty of care generally requires that, when acting on behalf of the corporation, a director or officer exercises an informed business judgment based on all material information reasonably available to him or her. Consequently, a director or officer will not be personally liable to us or our stockholders for monetary damages or breach of fiduciary duty as a director or officer, except for liability for:

- any breach of the director’s or officer’s duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;

- for directors, any act related to unlawful stock repurchases, redemptions or other distributions or payments of dividends;
- for officers, any derivative action by or in the right of our Company; or
- any transaction from which the director or officer derived an improper personal benefit.

These limitations of liability do not limit or eliminate our rights or any stockholder's rights to seek non-monetary relief, such as injunctive relief or rescission. These provisions will not alter a director's or officer's liability under other laws, such as the federal securities laws or other state or federal laws. Our certificate of incorporation also authorizes us to indemnify our officers, directors and other agents to the fullest extent permitted under Delaware law.

As permitted by Delaware law, our bylaws provide that:

- we will indemnify our directors, officers, employees and other agents to the fullest extent permitted by law;
- we must advance expenses to our directors and officers, and may advance expenses to our employees and other agents, in connection with a legal proceeding to the fullest extent permitted by law; and
- the rights provided in our bylaws are not exclusive.

If Delaware law is amended to authorize corporate action further eliminating or limiting the personal liability of a director or officer, then the liability of our directors or officers will be so eliminated or limited to the fullest extent permitted by Delaware law, as so amended. Our bylaws also permit us to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in connection with their services to us, regardless of whether our bylaws permit such indemnification. We have obtained such insurance.

In addition to the indemnification provided for in our certificate of incorporation and bylaws, we enter into indemnification agreements with our directors and executive officers. These indemnification agreements require us, among other things, to indemnify our directors and executive officers for some expenses, including attorneys' fees, expenses, judgments, fines and settlement amounts incurred by a director or executive officer in any action or proceeding arising out of his or her service as one of our directors or executive officers or any other company or enterprise to which the person provides services at our request. We believe that these provisions and agreements are necessary to attract and retain qualified individuals to serve as directors and executive officers.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, we have been advised that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act, and is, therefore, unenforceable.

Agreements with Our Stockholders

In connection with our preferred stock financings prior to our initial public offering, or IPO, we entered into investors' rights, voting and right of first refusal and co-sale agreements as well as management rights letters containing registration rights, information rights, voting rights and rights of first refusal, among other things, with certain holders of our convertible preferred stock and certain holders of our common stock. The management rights letters provide for certain information rights and rights to consult with our management. These stockholder agreements and management rights letters terminated immediately prior to the completion of our IPO, other than the provisions relating to registration rights, which continued in effect following the completion of our IPO and entitle the holders of such rights to demand that we file a registration statement, subject to certain limitations, and to request that their shares be covered by a registration statement that we are otherwise filing.

Related Person Transaction Policy

Our board of directors adopted a written related person transaction policy providing that transactions with our directors, executive officers and holders of five percent or more of our voting securities and their

affiliates, each a related person, must be approved by the audit committee. This policy became effective on February 3, 2020 in connection with our IPO. Pursuant to this policy, the audit committee has the primary responsibility for reviewing and approving or disapproving “related person transactions,” which are transactions between us and related persons and in which a related person has or will have a direct or indirect material interest.

Pursuant to this policy, the material facts as to the related person’s relationship or interest in the transaction are disclosed to our audit committee prior to their consideration of such transaction. The audit committee will consider, among other factors that it deems appropriate, whether the transaction is on terms no less favorable to us than terms generally available in a transaction with an unaffiliated third-party under the same or similar circumstances and the extent of the related person’s interest in the transaction.

PRINCIPAL STOCKHOLDERS

The following table sets forth information, to the extent known by us or ascertainable from public filings, with respect to the beneficial ownership of our common stock as of April 27, 2026 by:

- each of our directors;
- each of our named executive officers;
- all of our current directors and executive officers as a group; and
- each person, or group of affiliated persons, who is known by us to be the beneficial owner of more than five percent of our capital stock.

The column entitled “Shares Beneficially Owned” is based on a total of 57,301,774 shares of our common stock outstanding as of April 27, 2026.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC and includes voting or investment power with respect to our common stock. Shares of our common stock subject to options that are currently exercisable or exercisable within 60 days of April 27, 2026 are considered outstanding and beneficially owned by the person holding the options for the purpose of calculating the percentage ownership of that person but not for the purpose of calculating the percentage ownership of any other person. Except as otherwise noted, the persons and entities in this table have sole voting and investing power with respect to all of the shares of our common stock beneficially owned by them, subject to community property laws, where applicable. Except as otherwise indicated in the table below, addresses of named beneficial owners are c/o Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142.

| Name of Beneficial Owner | Shares Beneficially Owned | Percentage of Shares Beneficially Owned |
|--|---------------------------------|--|
| 5% or Greater Stockholders: | | |
| Entities affiliated with T. Rowe Price Investment Management ⁽¹⁾ | 10,734,389 | 18.73% |
| Entities affiliated with Versant Venture Capital ⁽²⁾ | 6,206,964 | 10.83% |
| Entities affiliated with New Enterprise Associates ⁽³⁾ | 4,448,757 | 7.76% |
| Named Executive Officers and Directors: | | |
| Mark A. Velleca, M.D., Ph.D. ⁽⁴⁾ | 1,300,140 | 2.27% |
| Sergey Yurasov, M.D. ⁽⁵⁾ | 680,327 | 1.19% |
| Brent Hatzis-Schoch, Esq. ⁽⁶⁾ | 852,031 | 1.49% |
| Ali Behbahani, M.D. ⁽³⁾⁽⁷⁾ | 201,168 | * |
| Kapil Dhingra, M.B.B.S. ⁽⁸⁾ | 206,795 | * |
| Samarth Kulkarni, Ph.D. ⁽⁹⁾ | 175,574 | * |
| Garry E. Menzel, Ph.D. ⁽¹⁰⁾ | 238,026 | * |
| Prakash Raman, Ph.D. ⁽¹¹⁾ | 142,360 | * |
| Shannon Campbell ⁽¹²⁾ | 114,093 | * |
| All named executive officers, executive officers and directors as a group (12 persons)⁽¹³⁾ | 5,321,651 | 9.29% |

* Represents beneficial ownership of less than one percent.

- (1) Based solely on a Schedule 13G/A filed with the SEC on November 14, 2024 by T. Rowe Price Investment Management, Inc. (“Price Investment Management”). Consists of 10,734,389 shares of common stock held by T. Rowe Price Investment Management, Inc., which has sole dispositive power with respect to the 10,734,389 shares of common stock. The address of T. Rowe Price Investment Management, Inc. is 101 E. Pratt Street, Baltimore, MD 21201.

- (2) Based solely on a (i) Form 4 filed with the SEC on August 30, 2024, by Versant Venture Capital VI, L.P. (“Versant VI”), Versant Voyageurs I Parallel, L.P. (“Versant I Parallel”), Versant Voyageurs I, L.P. (“Versant Voyageurs I”) and Versant Vantage I, L.P. (“Versant Vantage I”) and (ii) Schedule 13D/A filed with the SEC on August 8, 2024, by Versant VI, Versant I Parallel, Versant Voyageurs I, Versant Vantage I, Versant Ventures VI GP, L.P. (“Versant Ventures VI GP”), Versant Ventures VI GP-GP, LLC (“Versant Ventures VI GP-GP”), Versant Voyageurs I GP, L.P. (“Versant Voyageurs I GP LP”), Versant Voyageurs I GP Company (“Versant Voyageurs I GP”), Versant Vantage I GP, L.P. (“Versant Vantage I GP LP”) and Versant Vantage I GP-GP, LLC (“Versant Vantage I GP-GP” and, with Versant VI, Versant I Parallel, Versant Voyageurs I, Versant Vantage I, Versant Ventures VI GP, Versant Ventures VI GP-GP, Versant Voyageurs I GP LP, Versant Voyageurs I GP, and Versant Vantage I GP LP, collectively, “Versant Venture Capital”). Consists of (a) 3,726,341 shares of common stock held by Versant VI, (b) 380,942 shares of common stock held by Versant I Parallel, (c) 1,277,541 shares of common stock held by Versant Voyageurs I, and (d) 822,140 shares of common stock held by Versant Vantage. Versant Ventures VI GP-GP is the general partner of Versant Ventures VI GP, which is the general partner of Versant VI. Versant Ventures VI GP-GP and Versant Ventures VI GP share voting and dispositive power with respect to the shares held by Versant VI. Versant Ventures VI GP-GP is the general partner of Versant Ventures VI GP, which is the general partner of Versant Voyageurs I GP LP. Versant Voyageurs I GP LP is the general partner of Versant I Parallel. Versant Voyageurs I GP LP, Versant Ventures VI GP and Versant Ventures VI GP-GP share voting and dispositive power with respect to the shares held by Versant I Parallel. Versant Voyageurs I GP is the general partner of Versant Voyageurs I and shares voting and dispositive power with respect to the shares held by Versant Voyageurs I. Versant Vantage I GP LP is the general partner of Versant Vantage I, and Versant Vantage I GP-GP is the general partner of Versant Vantage I GP LP. Versant Vantage I GP LP and Versant Vantage I GP-GP share voting and dispositive power with respect to the shares held by Versant Vantage I. All indirect holders of the above referenced securities disclaim beneficial ownership of all applicable securities except to the extent of their respective pecuniary interest therein. The address of Versant Venture Capital is One Sansome Street, Suite 3630, San Francisco, CA 94104.
- (3) Based solely on a Form 4 filed with the SEC on March 20, 2026, by New Enterprise Associates 16, L.P. (“NEA 16”), NEA Partners 16, L.P. (“NEA Partners 16”), which is the sole general partner of NEA 16; and NEA 16 GP, LLC (“NEA 16 LLC” and, together with NEA Partners 16, the “New Enterprise Associates”), which is the sole general partner of NEA Partners 16. Consists of 4,448,757 shares of common stock held by NEA 16. The individual managers of NEA 16 LLC are Forest Baskett, Ali Behbahani (a member of our board of directors), Carmen Chang, Anthony A. Florence, Jr., Mohamad H. Makhzoumi, Scott D. Sandell and Paul Walker (collectively, the “Managers”). NEA Partners 16, NEA 16 LLC and the Managers share voting and dispositive power with respect to the shares held by NEA 16. The Managers, including Dr. Behbahani, who is also a member of our board of directors, disclaim beneficial ownership of the above referenced securities except to the extent of their respective pecuniary interests therein. The address of New Enterprise Associates is 1954 Greenspring Drive, Suite 600, Timonium, MD 21093.
- (4) Consists of (a) 71,234 shares of common stock held by Dr. Velleca and (b) 1,228,906 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (5) Consists of (a) 24,082 shares of common stock held by Dr. Yurasov and (b) 656,245 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (6) Consists of (a) 34,893 shares of common stock held by Mr. Hatzis-Schoch and (b) 817,138 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (7) Consists of (a) 93,568 shares of common stock held by Dr. Behbahani and (b) 107,600 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (8) Consists of (a) 10,000 shares of common stock held by Dr. Dhingra and (b) 196,795 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.

- (9) Consists of 175,574 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (10) Consists of (a) 24,819 shares of common stock held by Dr. Menzel, (b) 51,825 shares of common stock held by the Garry E. Menzel and Mary E. Henshall Family Trust, and (c) 161,382 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026. Dr. Menzel is the trustee of the Garry E. Menzel and Mary E. Henshall Family Trust and may be deemed to beneficially own these securities.
- (11) Consists of (a) 37,132 shares of common stock held by Dr. Raman and (b) 105,228 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (12) Consists of (a) 8,865 shares of common stock held by Ms. Campbell and (b) 105,228 shares of common stock issuable upon conversion of common stock underlying options exercisable within 60 days of April 27, 2026.
- (13) Includes an aggregate of (a) 4,785,379 shares of common stock underlying options exercisable within 60 days of April 27, 2026 and (b) 536,272 shares of common stock held by our named executive officers, executive officers and directors as a group.

REPORT OF THE AUDIT COMMITTEE

The audit committee is appointed by the board of directors to assist the board of directors in fulfilling its oversight responsibilities with respect to (1) the integrity of Black Diamond Therapeutics' financial statements, (2) Black Diamond Therapeutics' compliance with legal and regulatory requirements, (3) the qualifications, independence and performance of Black Diamond Therapeutics' independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for Black Diamond Therapeutics and (4) other matters as set forth in the charter of the audit committee approved by the board of directors.

Management is responsible for the preparation of Black Diamond Therapeutics' financial statements and the financial reporting process, including its system of internal control over financial reporting and its disclosure controls and procedures. The independent registered public accounting firm is responsible for performing an audit of Black Diamond Therapeutics' financial statements in accordance with the standards of the Public Company Accounting Oversight Board, or the PCAOB, and issuing a report thereon. The audit committee's responsibility is to monitor and oversee these processes.

In connection with these responsibilities, the audit committee reviewed and discussed with management and the independent registered public accounting firm the audited consolidated financial statements of Black Diamond Therapeutics for the fiscal year ended December 31, 2025. The audit committee also discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the PCAOB and the SEC. In addition, the audit committee has received and reviewed the written disclosures and the letter from the independent registered public accounting firm as required by applicable requirements of the PCAOB regarding that firm's communications with the audit committee concerning independence and has discussed with the independent registered public accounting firm their independence.

Based on the reviews and discussions referred to above, the audit committee recommended to the board of directors that the audited consolidated financial statements of Black Diamond Therapeutics be included in Black Diamond Therapeutics' Annual Report on Form 10-K for the fiscal year ended December 31, 2025, that was filed with the SEC. The information contained in this report shall not be deemed to be (1) "soliciting material," (2) "filed" with the SEC, (3) subject to Regulations 14A or 14C of the Exchange Act, or (4) subject to the liabilities of Section 18 of the Exchange Act. This report shall not be deemed incorporated by reference into any of our other filings under the Exchange Act or the Securities Act, except to the extent that we specifically incorporate it by reference into such filing.

THE AUDIT COMMITTEE OF THE BOARD OF
DIRECTORS OF BLACK DIAMOND
THERAPEUTICS, INC.

Garry E. Menzel, Chair
Ali Behbahani
Prakash Raman

April 29, 2026

HOUSEHOLDING

We have adopted a procedure called “householding,” which the SEC has approved. Under this procedure, we deliver a single copy of the Notice of Internet Availability and, if applicable, our proxy materials to multiple stockholders who share the same address, unless we have received contrary instructions from one or more of such stockholders. This procedure reduces our printing costs, mailing costs and fees. Stockholders who participate in householding will continue to be able to access and receive separate proxy cards. Upon written or oral request, we will deliver promptly a separate copy of the Notice of Internet Availability and, if applicable, our proxy materials to any stockholder at a shared address to which we delivered a single copy of any of these materials. This request may be submitted by contacting Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary, telephone: (617) 252-0848. Any such stockholder may also contact our Corporate Secretary using the above contact information if he or she would like to receive separate proxy statements, notice of internet availability and annual reports in the future. If you want to receive separate copies of the proxy statement or annual report to stockholders in the future, or if you are receiving multiple copies and would like to receive only one copy per household, you should contact your bank, broker or other nominee record holder, or you may contact us at the above address and phone number.

STOCKHOLDER PROPOSALS

A stockholder who would like to have a proposal considered for inclusion in our 2027 proxy statement must submit the proposal in accordance with the procedures outlined in Rule 14a-8 of the Exchange Act so that it is received by us no later than December 30, 2026. However, if the date of the annual meeting of stockholders in 2027, or the 2027 Annual Meeting, is changed by more than 30 days from the date of the previous year’s meeting, then the deadline is a reasonable time before we begin to print and send our proxy statement for the 2027 Annual Meeting. SEC rules set standards for eligibility and specify the types of stockholder proposals that may be excluded from a proxy statement. Stockholder proposals should be addressed to Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary. We also encourage you to submit any such proposals via email to proxy@bdtx.com.

If a stockholder wishes to propose a nomination of persons for election to our board of directors or present a proposal outside of Rule 14a-8 of the Exchange Act at an annual meeting but does not wish to have the proposal considered for inclusion in our proxy statement and proxy card, our bylaws establish an advance notice procedure for such nominations and proposals. Stockholders at an annual meeting may only consider proposals or nominations specified in the notice of meeting or brought before the meeting (i) by or at the direction of the board of directors or (ii) by a stockholder who was a stockholder of record at the time of giving notice, who is entitled to vote at the meeting, who is present (in person or by proxy) at the meeting and who has delivered timely notice in proper form, containing the information specified in our bylaws, to our Corporate Secretary of the stockholder’s intention to bring such business before the meeting.

In accordance with the advance notice procedure specified in our bylaws, for any stockholder proposal submitted outside the processes of Rule 14a-8 of the Exchange Act to be considered timely, the required notice must be in writing and received by our Corporate Secretary at our principal executive offices not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year’s annual meeting. However, in the event that the date of the annual meeting is convened more than 30 days before or more than 60 days after the first anniversary of the preceding year’s annual meeting, or if no annual meeting were held in the preceding year, a stockholder’s notice must be so received not later than the close of business on the later of (i) the 90th day prior to the scheduled date of such annual meeting or (ii) the 10th day following the day on which public announcement of the date of such annual meeting was first made. Accordingly, for stockholder proposals to be brought before the 2027 Annual Meeting, the required notice must be received by our corporate secretary at our principal executive offices not later than March 28, 2027 and no earlier than February 26, 2027. Stockholder proposals and the required notice should be addressed to Black Diamond Therapeutics, Inc., 245 First Street, 18th Floor, Cambridge, MA 02142, Attention: Corporate Secretary.

In addition, to comply with the universal proxy rules, stockholders who intend to solicit proxies in support of director nominees other than the company’s nominees in connection with our 2027 Annual

Meeting must also comply with the additional requirements of Rule 14a-19(b) under the Exchange Act, including providing notice that sets forth the information required by Rule 14a-19 under the Exchange Act no later than March 28, 2027.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public from commercial document retrieval services and at the website maintained by the SEC at <http://www.sec.gov>. You may also access any document we file with the SEC on our website at <https://blackdiamondtherapeutics.com> under the “Investors & News” section. The inclusion of our website address in this proxy statement does not include or incorporate by reference the information on our website into this proxy statement, and you should not consider that information a part of this proxy statement.

You should rely on the information contained in this document to vote your shares at the Annual Meeting. We have not authorized anyone to provide you with information that is different from what is contained in this document. This document is dated April 29, 2026. You should not assume that the information contained in this document is accurate as of any date other than that date, and the provision of this document to stockholders at any time after that date does not create an implication to the contrary. This proxy statement does not constitute a solicitation of a proxy in any jurisdiction where, or to or from any person to whom, it is unlawful to make such proxy solicitations in such jurisdiction.

ANNUAL REPORT

We will provide without charge to each person to whom a copy of the proxy statement is delivered, upon the written or oral request of any such persons, additional copies of our Annual Report as filed with the SEC. Requests for such copies should be addressed to:

Black Diamond Therapeutics, Inc.
245 First Street, 18th Floor
Cambridge, MA 02142
(617) 252-0848
Attention: Corporate Secretary

OTHER MATTERS

Our board of directors does not know of any other matters to be brought before the Annual Meeting. If any other matters not mentioned in this proxy statement are properly brought before the Annual Meeting, the individuals named in the enclosed proxy intend to use their discretionary voting authority under the proxy to vote the proxy in accordance with their best judgment on those matters. If you hold shares through a broker, bank or other nominee as described above, they will not be able to vote your shares on any other business that comes before the Annual Meeting unless they receive instructions from you with respect to such matter.

BLACK DIAMOND THERAPEUTICS, INC.
 245 FIRST STREET, 18TH FLOOR
 CAMBRIDGE, MA 02142



VOTE BY INTERNET

Before The Meeting - Go to www.proxyvote.com or scan the QR Barcode above

Use the Internet to transmit your voting instructions and for electronic delivery of information. Vote by 11:59 p.m. Eastern Time on June 25, 2026. Have your proxy card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

During The Meeting - Go to www.virtualshareholdermeeting.com/BDTX2026

You may attend the meeting via the Internet and vote during the meeting. Have the information that is printed in the box marked by the arrow available and follow the instructions.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions. Vote by 11:59 p.m. Eastern Time on June 25, 2026. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717. Votes submitted through the mail must be received prior to June 26, 2026.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

V95746-P47647

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

BLACK DIAMOND THERAPEUTICS, INC.

The Board of Directors recommends you vote FOR the following proposal:

1. Election of Class III Directors

| Nominees: | For | Withhold |
|----------------------|--------------------------|--------------------------|
| 1a. Shannon Campbell | <input type="checkbox"/> | <input type="checkbox"/> |
| 1b. Kapil Dhingra | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote FOR the following proposals:

| | For | Against | Abstain |
|--|--------------------------|--------------------------|--------------------------|
| 2. To ratify the appointment of PricewaterhouseCoopers LLP as Black Diamond Therapeutics, Inc.'s independent registered public accounting firm for the fiscal year ending December 31, 2026. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Board of Directors recommends you vote for 1 YEAR on the following proposal:

| | 1 Year | 2 Years | 3 Years | Abstain |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| 4. Non-binding, advisory vote on the preferred frequency of future non-binding, advisory votes to approve the compensation of the Company's named executive officers. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

NOTE: The Board of Directors will consider and act upon any other business that may properly come before the upcoming 2026 annual meeting of stockholders or any adjournment or postponement thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

| | |
|------------------------------------|------|
| | |
| Signature [PLEASE SIGN WITHIN BOX] | Date |

| | |
|--------------------------|------|
| | |
| Signature (Joint Owners) | Date |

Important Notice Regarding the Availability of Proxy Materials for the 2026 Annual Meeting of Stockholders to be Held Online on June 26, 2026:

The Notice, Proxy Statement and 2025 Annual Report are available for viewing, printing and downloading at www.proxyvote.com

V95747-P47647

**BLACK DIAMOND THERAPEUTICS, INC.
2026 Annual Meeting of Stockholders
June 26, 2026 9:00 AM Eastern Time**

This proxy is solicited on behalf of the Board of Directors of Black Diamond Therapeutics, Inc.

The undersigned hereby appoints Mark A. Velleca and Brent Hatzis-Schoch, or either of them, as proxies, each with the power to appoint his substitute, and hereby authorizes them to represent and to vote, as designated on the reverse side of this ballot, all of the shares of common stock of BLACK DIAMOND THERAPEUTICS, INC. that the undersigned is entitled to vote at the 2026 Annual Meeting of Stockholders to be held at 9:00 AM Eastern Time on June 26, 2026, virtually at www.virtualshareholdermeeting.com/BDTX2026, and at any adjournment or postponement thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

Continued and to be signed on reverse side