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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

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

**Oncternal Therapeutics, Inc.**

(Name of Registrant as Specified In Its Charter)

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(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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P.O. BOX 8016, CARY, NC 27512-9903

# Your vote matters!

## Oncternal Therapeutics, Inc. Annual Meeting of Stockholders

Thursday, June 20, 2024 7:30 AM, Pacific Time

Annual Meeting to be held live via the Internet. Please visit [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT) for more details.

**You must register to attend the meeting online and/or participate at [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT)**

**For a convenient way to view proxy materials, VOTE, and obtain directions to attend the meeting go to [www.proxydocs.com/ONCT](http://www.proxydocs.com/ONCT)**

**To vote your proxy while visiting this site, you will need the 12 digit control number in the box below.**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. This is not a ballot. You cannot use this notice to vote your shares. We encourage you to access and review all of the important information contained in the proxy materials before voting.

Under United States Securities and Exchange Commission rules, proxy materials do not have to be delivered in paper. Proxy materials can be distributed by making them available on the internet.

If you want to receive a paper or e-mail copy of the proxy material, you must request one. There is no charge to you for requesting a copy. In order to receive a paper package in time for this year's meeting, you must make this request on or before June 10, 2024.

**SEE REVERSE FOR FULL AGENDA**



**Scan QR for digital voting**

**Meeting Materials:** Notice of Meeting and Proxy Statement & Annual Report or Form 10-K

**Important Notice Regarding the Availability of Proxy Materials for the Stockholders Meeting To Be Held On June 20, 2024 For Stockholders of record as of April 22, 2024**

**To order paper materials, use one of the following methods.**



**Internet:**

[www.investorelections.com/ONCT](http://www.investorelections.com/ONCT)



**Call:**

1-866-648-8133



**Email:**

[paper@investorelections.com](mailto:paper@investorelections.com)

\* If requesting material by e-mail, please send a blank e-mail with the 12 digit control number (located below) in the subject line. No other requests, instructions OR other inquiries should be included with your e-mail requesting material.

Your control number

Have the 12 digit control number located in the box above available when you access the website and follow the instructions.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE:  
FOR ALL DIRECTOR NOMINEES AND FOR PROPOSALS 2 AND 3****PROPOSAL**

1. To elect two directors for a three-year term to expire at the 2027 annual meeting of stockholders;
    - 1.01 Jill DeSimone
    - 1.02 Robert J. Wills, Ph.D.
  2. Ratification of the appointment of BDO USA, P.C. as our independent registered public accountants for the year ending December 31, 2024;
  3. To approve, on an advisory basis, the compensation of our named executive officers as disclosed in this proxy statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission; and
  4. To transact such other business as may be properly brought before the meeting or any adjournment or postponement thereof.
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