



Memo

To: Heron Therapeutics Employees
From: Barry Quart
Date: November 5, 2014
Re: Sarbanes Oxley Whistleblower Procedures

In accordance with the provisions of the Sarbanes-Oxley Act, all public companies are required to provide a confidential channel for employees to disclose information about any questionable activity within a company with regard to business ethics or financial matters. This is commonly known as the "Whistleblower" provision.

We believe that using a third party service provider route is optimal for meeting the Act's requirements for guaranteed confidential, anonymous submission of concerns.

It will ensure:

- Each employee has direct confidential access to the Chairman of the Audit Committee for the highest order of complaints;
- Secure and confidential procedures;
- SEC compliant record retention; and
- An independent source for the collection of information, thereby increasing company integrity to all stakeholders.

Heron Therapeutics has chosen to outsource this communication to The Network, an independent reporting service provider. In addition to online reporting, employees may also call a confidential, toll-free number to make a report. This resource is intended for corporate governance issues.

To access the website:

- > Enter reportlineweb.com/herontx
- > Click on "Begin a New Report"

This will direct you to a Web Report Form.

- > After filling out the form, you will create a password to access your form in the future, if needed. Click "Print" to make a copy for your records, and then click "Finish" to submit the form.

To call the Hotline:

- > Confidential, toll free phone number is 1-855-214-5989

24-hours a day, 7-days a week

Messages received will be included in automated reports that can only be accessed by The Network. If the message received reflects a complaint relating to accounting, internal controls, or auditing matters, an e-mail will be sent to the Chairman of Heron Therapeutics' Audit Committee indicating that a complaint has been received and follow up action is required. Complaints relating to other matters will be viewed monthly and follow up action will be taken as appropriate.

In order for concerns to be adequately addressed, you must provide sufficient information to determine the specific nature of the concern, the basis for your concern, the time period to which the concern applies and, if applicable, how to contact you for additional information.

The Company will investigate any possible fraudulent, illegal or improper conduct. The results of all investigations will be discussed with the Chairman of the Audit Committee, outside legal counsel and independent auditors as appropriate. Anyone found to have engaged in fraudulent, illegal or improper conduct is subject to disciplinary action by the Company, up to and including termination and civil or criminal prosecution if warranted.

For those who do not choose to remain anonymous, please initially address your concern with your direct manager. If at any time you are not satisfied that your concern is being adequately addressed, you should bring the matter to the attention of the Human Resources Department, or the CEO. If you are still unsatisfied with the resolution of the matter, you should contact the Chairman of the Audit Committee, Mr. Craig Johnson, at cjohnson@herontx.com or Ms. Esmé Smith, Vice President, General Counsel & Secretary at esmith@herontx.com to discuss the matter further.

Your matter will be addressed confidentially to the extent practicable and with anonymity to the extent you desire.

If you have any questions regarding this process, please consult with Human Resources.