



## Sphere 3D Announces Registered Direct Equity Offering and Concurrent Private Placement

March 24, 2017

SAN JOSE, Calif., March 24, 2017 (GLOBE NEWSWIRE) -- [Sphere 3D Corp.](#) (NASDAQ:ANY), a containerization, virtualization and data management solutions provider has entered into securities purchase agreements with institutional investors to purchase 20,454,546 Common Shares of the Company for a purchase price per share of \$0.22 in a registered direct offering.

The Company also concurrently agreed to sell unregistered warrants to the investors in a concurrent private placement to purchase up to 20,454,546 common shares with an exercise price of U.S. \$0.30 per share, a five-year term, and are exercisable in whole or in part, at issuance. The warrants are subject to price based antidilution protections in the event the Company issues securities below the exercise price then in effect provided that the exercise price will not be adjusted below \$0.10 per share. The Company intends to use the proceeds from the offering for general corporate and working capital purposes.

Roth Capital Partners acted as exclusive placement agent for the registered direct offering and the concurrent private placement.

The registered direct offering and concurrent private placement are expected to result in gross proceeds of approximately U.S. \$4.5 million and are expected to close on or about March 29, 2017, subject to the satisfaction of customary closing conditions.

The common shares in the registered direct offering were offered pursuant to Sphere 3D's effective "shelf" registration statement on Form F-3 (File No. 333- 206357) filed with the Securities and Exchange Commission ("SEC") on August 14, 2015, which became effective on August 28, 2015. The registered direct offering was made by means of a prospectus supplement and an accompanying prospectus that form a part of the registration statement. Electronic copies of a preliminary prospectus supplement and the accompanying prospectus relating to the offering may be obtained free of charge, when available, by visiting EDGAR on the SEC website at [www.sec.gov](http://www.sec.gov).

The unregistered warrants described above were offered in a private placement under Section 4(a)(2) under the Securities Act of 1933, as amended (the "Act"), and Regulation D promulgated thereunder and, along with the common shares issuable upon exercise, have not been registered under the Act, and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from such registration requirements. The Company has agreed to file one or more registration statements with the SEC covering the resale of the common shares issuable upon exercise of the warrants.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or other jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction. Electronic copies of the prospectus supplement and accompanying base prospectus may also be obtained from Roth Capital Partners, LLC, Equity Capital Markets, 888 San Clemente Drive, Newport Beach, CA 92660, at (800) 678-9147, or by emailing [rothecm@roth.com](mailto:rothecm@roth.com).

### About Sphere 3D

Sphere 3D Corp. (NASDAQ:ANY) delivers containerization, virtualization, and data management solutions via hybrid cloud, cloud and on-premises implementations through its global reseller network and professional services organization. Sphere 3D, along with its wholly owned subsidiaries [Overland Storage](#), and [Tandberg Data](#), has a strong portfolio of brands, including [HVE ConneXions](#) and [UCX ConneXions](#), dedicated to helping customers achieve their IT goals. For more information, visit [www.sphere3d.com](http://www.sphere3d.com). Follow us on Twitter [@Sphere3D](#), [@overlandstorage](#), and [@tandbergdata](#).

### Safe Harbor Statement

This press release contains forward-looking statements that involve risks, uncertainties, and assumptions that are difficult to predict. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of risks and uncertainties including our inability to comply with the covenants in our credit facilities or to obtain additional debt or equity financing; any increase in our future cash needs; our ability to successfully integrate the UCX and HVE ConneXions business with Sphere 3D's other businesses; our ability to regain compliance with the NASDAQ minimum closing bid price requirement between now and July 31, 2017; our inability to take other actions to regain compliance with the NASDAQ minimum closing bid price requirement; our ability to maintain compliance with other NASDAQ Capital Market listing requirements; unforeseen changes in the course of Sphere 3D's business or the business of its wholly-owned subsidiaries, including, without limitation, Overland Storage and Tandberg Data; market adoption and performance of our products; the level of success of our collaborations and business partnerships; possible actions by customers, partners, suppliers, competitors or regulatory authorities; and other risks detailed from time to time in Sphere 3D's periodic reports contained in our Annual Information Form and other filings with Canadian securities regulators ([www.sedar.com](http://www.sedar.com)) and in prior periodic reports filed with the United States Securities and Exchange Commission ([www.sec.gov](http://www.sec.gov)). Sphere 3D undertakes no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

Investor Contact:  
The Blueshirt Group  
Mike Bishop  
Tel: +1 415-217-4968

[mike@blueshirtgroup.com](mailto:mike@blueshirtgroup.com)

Sphere 3D Corporation