
**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**

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-11(c) or §240.14a-12

Sphere 3D Corp.

(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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CONTROL NUMBER:
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«Shares»
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(«SEQUENCE_NUMBER»)

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«Add1»
«Add2»
«Add3»
«City», «Province» «Postal_Code»
«Country»



**IMPORTANT NOTICE REGARDING
INTERNET AVAILABILITY OF PROXY MATERIALS**
for the Sphere 3D Corp. Annual and Special Meeting of Shareholders

Meeting Details

Wednesday, May 15, 2024

11:30AM Eastern Time

<https://Virtual-Meetings.TSXTrust.com/1613>

Password: sphere3d2024 (case sensitive)

Get Informed Before You Vote

View the Notice of Meeting & Proxy Statement online at [HTTPS://DOCS.TSXTRUST.COM/2040](https://DOCS.TSXTRUST.COM/2040)

OR

You can receive a free paper or email copy of the materials by requesting prior to May 6, 2024. Unless requested, you will not receive a paper or email copy. If you would like to request a copy of the materials for this and/or future shareholder meetings, you may call 1-800-600-5869 or Email TSXTIS@TMX.COM. Please be sure to include your Control Number (as shown above) in your Email.

Your Vote Counts

You may enter your voting instructions at www.VoteProxyOnline.com

Using your **Control Number** above

Until 11:29 AM Eastern Time May 13, 2024

Vote In Person at the Meeting

Visit <https://Virtual-Meetings.TSXTrust.com/1613>

Enter Password: sphere3d2024 (case sensitive)

Enter Your Control Number (shown above)

Proposals Being Considered at the Meeting

See Proposals on the Reverse Side

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items

1. To set the size of the board at four members and to elect the following directors who will serve until the next annual shareholder meeting:
 - a. Timothy Hanley
 - b. Susan S. Harnett
 - c. Duncan J. McEwan
 - d. Patricia Trompeter
2. To ratify the selection of MaloneBailey LLP as our independent registered public accounting firm who will serve until the next annual shareholder meeting.
3. To approve the Second Amended and Restated 2015 Performance Incentive Plan to increase the maximum number of common shares that may be issued pursuant to the 2015 Plan by an additional 500,000 shares.
4. To approve, by a non-binding advisory vote, of the compensation of our executive officers ("Say-On-Pay").

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE "FOR" ALL PROPOSALS ABOVE

PLEASE NOTE – THIS IS NOT A PROXY CARD

YOU CANNOT VOTE BY RETURNING THIS CARD