

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM SD
Specialized Disclosure Report**

Sphere 3D Corp.

Ontario, Canada
(State or other jurisdiction of
incorporation or organization)

001-36532
(Commission
File Number)

98-1220792
(IRS Employer
Identification No.)

**895 Don Mills Road, Bldg. 2, Suite 900
Toronto, Ontario, Canada, M3C 1W3**
(Address of principal executive offices) (Zip Code)

Joseph O'Daniel, telephone: (844) 219-3935

(Name and telephone number of the person to contact in connection with this report.)

Check the appropriate box to indicate the rule pursuant to which this form is being filed, and provide the period to which the information in this form applies:

Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2019.

SECTION I. CONFLICT MINERALS DISCLOSURE

Item 1.01 Conflict Minerals Disclosure and Report

This Form SD of Sphere 3D Corp, (“Sphere 3D,” “we” or “our”) is filed pursuant to Rule 13p-1 under the Securities Exchange Act of 1934 (the “Rule”) for the reporting period January 1, 2019 to December 31, 2019.

Sphere 3D has evaluated its current product lines to determine whether any conflict minerals in our products originated in the Democratic Republic of Congo (“DRC”) and/or one or more of the countries that share an internationally recognized border with the DRC (the “Covered Countries”) or are not from recycled or scrap sources. Based on a reasonable country of origin inquiry, we do not have sufficient information from our suppliers or other sources to conclusively determine the country of origin of the conflict minerals used in our products in the form of gold or the derivatives tin, tantalum, or tungsten (collectively, “3TG”). Therefore, we cannot exclude the possibility that some of these 3TG minerals may have originated in the Covered Countries or are not from recycled or scrap sources. Accordingly, Sphere 3D is filing this Form SD and has prepared a Conflict Minerals Report, a copy of which is attached hereto as Exhibit 1.01, in accordance with Form SD required by the Rule.

The Conflict Minerals Report is publicly available at www.sphere3d.com, under the heading “Investor Information”. The content of any website referred to in this Form SD is included for general information only and is not incorporated by reference in this Form SD.

Item 1.02 Exhibit

A copy of Sphere 3D's Conflict Minerals Report is provided as Exhibit 1.01 hereto and is publicly available at www.sphere3d.com.

SECTION 2. EXHIBITS

Item 2.01 Exhibit

[Exhibit 1.01](#) — Conflict Minerals Report as required by Item 1.01 and 1.02 of the Form.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPHERE 3D CORP.

Dated: May 29, 2020

By: /s/ Peter Tassiopoulos

Peter Tassiopoulos
Chief Executive Officer

**Conflict Minerals Report of Sphere 3D Corp. in Accordance with Rule 13p-1
under the Securities Exchange Act of 1934**

This is the Conflict Minerals Report of Sphere 3D Corp. (the “Company”) for calendar year 2019 in accordance with Rule 13p-1 under the Securities Exchange Act of 1934 (collectively the “Rule”). The Rule was adopted by the Securities and Exchange Commission (“SEC”) to implement reporting and disclosure requirements related to conflict minerals as directed by the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010.

The Rule imposes certain reporting obligations on SEC registrants who manufacture or contract to manufacture products that contain conflict minerals which are necessary to the functionality or production of such products. Conflict minerals are defined as cassiterite, columbite-tantalite (coltan), gold, wolframite, or their derivatives, which are limited to tin, tantalum, and tungsten (collectively, “3TG”).

The Company and Its Products

The Company is a virtualization technology and data management solutions provider with a portfolio of products that are designed to address the complete data continuum. The Company’s products enable the integration of virtual applications, virtual desktops, and storage into workflow, to allow organizations to deploy a combination of public, private or hybrid cloud strategies. The Company achieves this through the sale of solutions that are derived from its primary product groups: disk systems and virtualization, and data management and storage.

For a further discussion of the Company’s products, see the Company’s Annual Report on Form 10-K for the year ended December 31, 2019.

Certain of the Company’s disk products that the Company contracts to manufacture contain conflict minerals that are necessary to the functionality or production of such products (“In-Scope Products”).

Reasonable Country of Origin and Due Diligence Process

The Company undertook a reasonable country of origin inquiry regarding the conflict minerals in its In-Scope Products. This reasonable country of origin inquiry was reasonably designed to determine whether any of the conflict minerals originated in the Democratic Republic of the Congo (“DRC”) and/or one or more of the countries that share an internationally recognized border with the DRC (the “Covered Countries”) and whether any of the conflict minerals may be from recycled or scrap sources. The Company also exercised due diligence on the source and chain of custody of the conflict minerals. In conducting its due diligence, the Company applied guidance from the Organization of Economic Co-operation and Development Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas: Third Edition, including the related supplements on gold, tin, tantalum and tungsten (“OECD Framework”), an internationally recognized due diligence framework.

The Company’s reasonable country of origin inquiry and due diligence measures were based on the Responsible Minerals Initiative (“RMI”) initiative with the smelters and refiners (“SORs”) of conflict minerals who provide those conflict minerals to our suppliers. As a company in the business of providing unified data management and data protection solutions, the Company does not engage in the actual mining of conflict minerals. The Company does not make purchases of raw ore or unrefined conflict minerals and makes no purchases in the Covered Countries. Therefore, the Company relies on its direct suppliers to provide information on the origin of conflict minerals contained in the In-Scope Products, including the sources of conflict minerals that are supplied to them from sub-tier suppliers.

The Company's due diligence measures included:

- determining which 3TG minerals are necessary to the functionality or production of a product manufactured or contracted to be manufactured by the Company worldwide;
- conducting a reasonable country of origin inquiry for "in scope" suppliers to ensure traceability throughout the Company's supply chain to establish the origin of 3TG minerals using the Responsible Minerals Initiative ("RMI") Conflict Minerals Reporting Template. The RMI Conflict Minerals Reporting Template was developed to facilitate disclosure and communication of information regarding smelters that provide material to a company's supply chain. It includes questions regarding a company's conflict-free policy, engagement with its direct suppliers, and a listing of the smelters the company and its suppliers use. In addition, the template contains questions about the origin of conflict minerals included in their products, as well as supplier due diligence. Written instructions and recorded training illustrating the use of the tool are available on RMI's website;
- comparing supplier reported 3TG SORs to the SORs that are listed by RMI as either conformant with or active in the Responsible Minerals Assurance Process ("RMAP");
- identifying suppliers with incomplete survey data and sending follow-up inquiries to those suppliers; and
- identifying suppliers with reported 3TG SORs that are not participating in responsible sourcing initiatives such as the RMI RMAP, requesting the supplier to investigate whether or not the SORs contributed 3TG to our products, and, if so to transition from the non-conformant SORs.

Due Diligence Results

The Company contacted the 3TG direct suppliers for its In-Scope Products and requested that they complete the RMI Conflict Minerals Reporting Template. The Company received a majority of responses of its requests for information from these suppliers.

The Company does not have any reason to believe that the In-Scope Products support conflict (i.e., to contain necessary conflict minerals) that directly or indirectly financed or benefited an armed group in the Covered Countries based on the results of the Company's due diligence for the relevant period. However, due to the challenges of tracing a multi-tier supply chain and given that information was provided by certain of the Company's 3TG direct suppliers for the In-Scope Products, the Company cannot conclusively determine the countries of origin of conflict minerals in our products. The Company reached this conclusion because it does not have sufficient information from suppliers or other sources to conclude whether conflict minerals in the In-Scope Products originated in the Covered Countries and, if so, whether the conflict minerals were from recycled or scrap sources, were DRC conflict free, or have not been found to be DRC conflict free. Accordingly, the Company is unable to determine and describe all the 3TG facilities that were used to process the conflict minerals contained in its In-Scope Products or the countries of origin of the conflict minerals contained in those products.

The Company endeavored to determine the mine or location of the origin of the conflict minerals contained in the In-Scope Products with the greatest possible specificity by requesting that the suppliers of those products provide the Company with a completed questionnaire concerning the source of the Conflict Minerals in the components and products sourced from them.

Further Steps in the Company's Due Diligence Process

The Company intends to continue to undertake the following steps to improve the due diligence process and to gather additional information which will assist the Company to determine whether the conflict minerals it utilizes benefit armed groups contributing to human rights violations:

- conduct and report annually on supply chain due diligence for the applicable conflict minerals;
- validate supplier responses using information collected from independent conflict free smelter validation programs such as the RMI RMAP; and
- repeat our request that suppliers only use 3TG SORs that are participating in responsible sourcing initiatives such as the RMI RMAP.