SEC For	m 4															
FORM 4 UNITED STAT					TES SECURITIES AND EXCHANGE COMM Washington, D.C. 20549							SSION	SION OMB APPROVAL			VAL
Section 16. Form 4 or Form 5 obligations may continue. See					TOF CHANGES IN BENEFICIAL OWNE pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940							HIP	Estir	timated average burden		3235-0287 n 0.5
1. Name and Address of Reporting Person [*] McEwan Duncan J					2. Issuer Name and Ticker or Trading Symbol <u>Sphere 3D Corp.</u> [ANY]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Last)	(F	3. Date of Earliest Transaction (Month/Day/Year) 01/09/2024							Officer (give title Other (specify below) below)							
C/O SPHERE 3D CORP. 243 TRESSER BLVD., 17TH FLOOR					4. If Amendment, Date of Original Filed (Month/Day/Year)						Line	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
(Street) STAMFORD CT 06901												Form filed by More than One Reporting Person				
(City)	(5	State)	(Zip)		Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								d to			
		Та	ble I - No	n-Deriva	ative Se	ecurities Acc	quired,	Dis	posed o	f, or Ber	neficial	y Owne	d			
1. Title of Security (Instr. 3) 2. Transa Date (Month/D						Transaction Disposed Of (D) (Instr. 3, Code (Instr. 5)						6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct ndirect	7. Nature of Indirect Beneficial Ownership		
					Code V Amount (A) or (D) Price Reported Transaction (Instr. 3 and Price					ction(s)			(Instr. 4)			
						curities Acqu Is, warrants,						Owned				
1 Title of	2	3 Transaction	3A Doomo	d 4		5 Number	6 Dato E	vorcie	able and	7 Title and	Amount	8 Brico o	f Q Numb	or of 1	0	11 Nature

1. Title of Derivative Security (Instr. 3)		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Non- Qualified Stock Option (right to buy)	\$2.65	01/09/2024		A		82,050		12/05/2024	12/05/2029	Common Stock	82,050	\$0	160,999 ⁽¹⁾	D	

Explanation of Responses:

1. The number of stock options reported has been adjusted to reflect the Issuer's 1-for-7 reverse stock split of its common shares effected on June 28, 2023.

By: Denise Garrett For: Duncan	01/11/2024
McEwan	01/11/2024
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Kurt Kalbfleisch, Denise Garrett and Ali Panjwani with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "<u>SEC</u>") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Sphere 3D Corp. (the "<u>Company</u>"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such forms with the SEC and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneyin-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this <u>16</u> day of December, 2022.

/s/ Duncan McEwan Signature

Duncan McEwan Print Name