WHISTLEBLOWER PROTECTION POLICY (REPORTING IMPROPER OR ILLEGAL ACTIVITES OF A FINANCIAL NATURE WITHOUT FEAR OF REPRISAL)

Introduction

As a public company, Sphere 3D Corp. (the "Company") recognizes and respects that it has a responsibility to its shareholders for the stewardship of Company assets and resources. The Company is committed to compliance with the laws and regulations to which it is subject, and to establishing Company policies and procedures to interpret and apply those laws and regulations within all of its worldwide operations. The Company's system of internal controls and operating procedures are intended to detect and to prevent or deter improper or illegal activities. To ensure a safe and confidential environment and to comply with the terms of the Sarbanes-Oxley Act, the Company has retained a confidential third-party reporting service to handle reports of any improper financial procedures.

It is the Company's policy to support and encourage its employees to report and disclose improper or illegal activities, and to fully investigate such reports and disclosures. It is also the Company's policy to address any complaints that allege acts or attempted acts of interference, reprisal, retaliation, threats, coercion or intimidation against employees who report, disclose or investigate improper or illegal activities and to protect those who come forward to report such activities.

This Whistleblower Protection Policy (the "Policy") governs the reporting and investigation of improper or illegal activities at the Company, as well as the protection afforded to those Company employees who report them (the "Whistleblowers"). This Policy DOES NOT apply to or change the Company's policies and procedures for individual employee grievances or complaints relating to job performance, terms and conditions of employment or sexual harassment which will continue to be administered and reviewed by the Company's Human Resources Department. The Company's Chief Financial Officer shall have overall responsibility for implementation of this Policy under the direction and oversight of the Audit Committee.

Whistleblowers will be protected under the Sarbanes-Oxley Act even if they are incorrect about their allegations of corporate wrongdoing, so long as the allegations are made in good faith and on a reasonable basis.

Reporting Improper or Illegal Activities

To provide an outlet for complaints of improper or illegal activities relating to financial impropriety, the Company has retained the services of a third-party call center (Signius Communications) to take any complaints rendered by employees or other individuals regarding alleged improper or illegal activities. This third-party service is completely anonymous and reports are generated and forwarded confidentially to the Chairman of the Board of Directors and investigated by the Audit Committee of the Board. Employees are welcome to self identify but it is not a requirement of the policy and the process is designed to be highly confidential.

Reports should be factual rather than speculative or conclusory, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of investigative procedures.

Reports should be submitted as follows:

1. Call the dedicated line at Signius Communications **(+1 800.553.2283)**.
2. Answer the questions posed by the recorder in as detailed and accurate a manner as possible.
3. Obtain follow-up information to check on the investigation should you desire to do so.

The motivation of a whistleblower in making a report is irrelevant to the consideration of the validity of the allegations. However, the intentional filing of a false report is itself considered an improper activity that the Company has the right to act upon.

Whistleblowers frequently make their reports in confidence. To the extent possible within the limitations of law and policy and the need to conduct a competent investigation, confidentiality of whistleblowers will be maintained. Whistleblowers who choose to identify themselves are cautioned that their identity may become known for reasons outside of the control of the investigators. Similarly, the identity of the subject(s) of the investigation will be maintained in confidence with the same limitations.

Roles, Rights, Responsibilities and Protection of Whistleblowers

Whistleblowers provide initial information related to a reasonable and good faith belief that improper illegal activity has occurred. They have a responsibility to be specific and factual and provide any known information regarding any reported allegations. All employees of the Company have a duty to cooperate fully with investigations initiated under this Policy.

Whistleblowers are "reporting parties," not investigators. They are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities. They do, however, have a right to be informed of the disposition of their disclosure, absent overriding legal or other reasons. The third-party call center will provide a methodology to follow up on the investigation results confidentially.

Reprisal, retaliation, threats, coercion, intimidation or interference with the right of any Company employee to report improper or illegal activities is strictly prohibited. No Company employee may directly or indirectly use or attempt to use the official authority or influence of his or her position to interfere with the right of a person to provide information under this Policy.

If an employee who has made a report under this Policy becomes the subject of such acts of actual or attempted reprisal, a complaint shall be filed with the employees immediate supervisor or next level of authority as defined in this Policy.

Federal protection is available to employees of public companies when they lawfully disclose information about fraudulent activities within their company.