

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Anson Funds Management LP</u> <hr/> (Last) (First) (Middle) 16000 DALLAS PARKWAY SUITE 800 <hr/> (Street) DALLAS TX 75248 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/19/2023	3. Issuer Name and Ticker or Trading Symbol <u>MEI Pharma, Inc. [MEIP]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	662,528 ⁽¹⁾⁽²⁾	I	See footnotes ⁽³⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

1. Name and Address of Reporting Person*
Anson Funds Management LP

 (Last) (First) (Middle)
 16000 DALLAS PARKWAY
 SUITE 800

 (Street)
 DALLAS TX 75248

 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Anson Advisors Inc.

 (Last) (First) (Middle)
 155 UNIVERSITY AVENUE
 SUITE 207

 (Street)
 TORONTO A6 M5H 3B7

 (City) (State) (Zip)

1. Name and Address of Reporting Person*

Nathoo Amin

(Last) (First) (Middle)

155 UNIVERSITY AVENUE
SUITE 207

(Street)

TORONTO Z4 M5H 3B7

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Kassam Moez

(Last) (First) (Middle)

111 PETER STREET
SUITE 904

(Street)

TORONTO A6 M5V2H1

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Anson Management GP LLC

(Last) (First) (Middle)

16000 DALLAS PARKWAY
SUITE 800

(Street)

DALLAS TX 75248

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Winson Bruce Ross

(Last) (First) (Middle)

16000 DALLAS PARKWAY
SUITE 800

(Street)

DALLAS TX 75248

(City) (State) (Zip)

Explanation of Responses:

1. The filing of this Form 3 shall not be construed as an admission that Anson Funds Management LP ("Anson"), Anson Management GP LLC, the general partner of Anson ("Anson GP"), Bruce R. Winson, the manager of Anson GP, Anson Advisors Inc. ("Anson Advisors"), Amin Nathoo, a director of Anson Advisors, or Moez Kassam, a director of Anson Advisors, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the shares of Common Stock, \$0.00000002 par value (the "Common Stock"), of MEI Pharma, Inc. (the "Issuer") purchased by private investment funds advised by Anson and Anson Advisors (the "Funds" and together with Anson, Anson GP, Anson Advisors, Mr. Winson, Mr. Nathoo and Mr. Kassam, the "Reporting Persons").
2. Each of the Reporting Persons is a member of a Section 13(d) group that collectively owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.
3. Anson and Anson Advisors hold indirectly 662,528 shares of Common Stock of the Issuer through the Funds, for which Anson and Anson Advisors are the Investment Advisors. Anson GP and Bruce R. Winson report the Common Stock held indirectly by the Funds because, as the general partner of Anson and the manager of Anson GP, respectively, at the time of purchase, they controlled the disposition and voting of the securities. Mr. Nathoo and Mr. Kassam report the Common Stock held indirectly by the Funds because, as the directors of Anson Advisors, at the time of purchase, they controlled the disposition and voting of the securities.

/s/ Bruce R. Winson,
manager of Anson
Management GP LLC, 05/30/2023
general partner of Anson
Funds Management LP
/s/ Bruce R. Winson, 05/30/2023
manager of Anson

Management GP LLC

/s/ Bruce R. Winson 05/30/2023

/s/ Amin Nathoo, director 05/30/2023
of Anson Advisors Inc.

/s/ Amin Nathoo 05/30/2023

/s/ Moez Kassam 05/30/2023

** 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 5 (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.