

**Item 1 – Cover Page**

**Form ADV Part 2A: Firm Brochure**

**Frigate Ventures LP**

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Attention: Summer Keith (CCO)

Frigate Ventures LP is an investment adviser that is registered with the United States Securities and Exchange Commission. Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.

**This brochure provides information about the qualifications and business practices of Frigate Ventures LP. If you have any questions about the contents of this brochure, please contact us at 214.866.0202. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Frigate Ventures LP also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**March 2013**

## Item 2 - Material Changes

Frigate Ventures LP (“Frigate” or the “Adviser”) is providing this annual update to the “Brochure” for the fiscal year ended December 31, 2012. The material changes to report from the Brochure on file with the United States Securities and Exchange Commission (“SEC”) dated March 2012 are as follows:

### Anson Investments Master Fund, LP (“AIMF”):

- (i) As of 1/1/13, AIMF GP LLC (“AIMF GP”), a Texas limited liability company controlled by Bruce Winson (the “Principal”), was added as a general partner of Anson Investments Master Fund, LP; please see Section 7.B.(1)3 of Item 7;
- (ii) As of 1/1/13, management fees and performance allocations will be paid directly by AIMF, as opposed to the feeder funds, with the performance allocation being paid to AIMF GP;
- (iii) As of 1/1/13, Moez Kassam has been replaced by Michael McDonald as a director of Anson Investments Offshore Fund, Ltd, the offshore feeder fund to AIMF;
- (iv) As of 1/1/13, BDO has been replaced by Ernst & Young as auditor of AIMF and its feeder funds; and
- (v) As of 1/1/13, Strait Capital Company has been replaced by Equinox Alternative Investment Services as administrator to AIMF and its feeder funds.

### Anson Catalyst Master Fund, LP (“ACMF”):

- (vi) In July of 2012, ACMF, a Cayman Islands exempted limited partnership, and Anson Catalyst Fund, Ltd, an offshore feeder fund also organized in the Cayman Islands, were launched as a separate fund complex. The Adviser acts as investment adviser to ACMF and its offshore feeder fund. Please see Section 7.B.(1) of Item 7 for additional information;

### Anson Africa Master Fund, LP (“AAMF”):

- (vii) In January 2013, AAMF, a Cayman Islands exempted limited partnership, and associated onshore and offshore feeder funds were launched as a separate fund complex. The Adviser acts as investment adviser to AAMF and its feeder funds. However, since this fund complex was launched after 12/31/12, the assets of AAMF are not included in the calculation of Adviser’s regulatory assets under management and AAMF is not listed in Section 7.B.(1) of Item 7.

### The Adviser:

- (viii) As of 1/1/13, Rebecca Roesch has been replaced by Anthony Moore as Chief Financial Officer of the Adviser. Please see Schedule A for additional information; and
- (ix) The Adviser is now registered as an investment fund manager in Ontario, Canada with the Ontario Securities Commission.

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, our Brochure may be requested by contacting Summer Keith, the Adviser's Chief Compliance Officer, at (214) 866-0219 or [skeith@ansonfunds.com](mailto:skeith@ansonfunds.com).

Additional information about the Adviser is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with the Adviser who are registered, or are required to be registered, as investment adviser representatives of the Adviser.

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## Item 4 - Advisory Business

### FIRM DESCRIPTION & PRINCIPAL OWNERS

Frigate Ventures LP (“Frigate” or the “Adviser”), a Texas limited partnership founded in January 2003, is a private investment advisory firm located in Dallas, TX. We specialize in providing investment advisory services to private pooled investment vehicles (the “Funds”) for sophisticated, qualified investors, including high net worth individuals, pension plans, funds of funds, family offices, endowments and other institutions.\*

The sole managing member and principal owner of Admiralty Advisors LLC, the general partner of Frigate, is Bruce Ross Winson.

### TYPES OF ADVISORY SERVICES

We serve as general partner of and/or investment manager to various private investment funds, including Anson Investments Offshore Fund Ltd., a Cayman Islands exempted company, Anson Investments LP, a Texas limited partnership, Anson Investments Master Fund LP, a Cayman Islands exempted limited partnership (collectively, the “Anson Investments Funds”), Anson Catalyst Fund, Ltd., a Cayman Islands exempted company, and Anson Catalyst Master Fund, LP, a Cayman Islands exempted limited partnership (collectively, the “Anson Catalyst Funds”). As of January 2013, we also serve as general partner of and/or investment manager to Anson Africa Fund, Ltd., a Cayman Islands exempted company, Anson Africa Fund, LP, a Texas limited partnership, and Anson Africa Master Fund, LP, a Cayman Islands exempted limited partnership. We have the discretionary authority to invest and reinvest the assets of our clients in securities and other financial instruments.

For more information on the investment strategy of our clients, please see Item 5: Method of Analysis, Investment Strategy and Risk of Loss. All discussion of the Funds in this Brochure, including but not limited to their investments, the strategies used in managing the Funds, and conflicts of interest faced by the Adviser in connection with the management of the Funds are qualified in their entirety by reference to each Fund’s respective Offering Documents.

We tailor our advisory services in accordance with each client’s needs and investment strategy as disclosed in each respective offering document.

We do not participate in any wrap fee programs.

### ASSETS UNDER MANAGEMENT

As of December 31, 2012, Frigate managed approximately \$321.5 million of client gross assets on a discretionary basis. We do not manage any client assets on a non-discretionary basis.

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\* As an SEC-registered investment adviser, the Adviser owes a fiduciary duty to all of its clients. In 2006, the decision by the Court of Appeals for the D.C. Circuit in *Goldstein v. SEC*, 451 F.3d 873 (D.C. Cir. June 23, 2006), with respect to private funds, clarified that the “client” of an investment adviser to a private fund is the fund itself and not an investor in the fund.

## **Item 5 - Fees and Compensation**

### **DESCRIPTION OF COMPENSATION AND FEES**

We typically receive two types of compensation from our clients – an asset-based management fee and performance-based compensation. Generally, we charge our clients management fees at an annual rate of 2.0% of each client’s net asset value, calculated and payable quarterly in advance. In addition, we or our affiliates charge an annual performance allocation to each of our clients at the end of each year of 20% of each client’s annual net profits, but only to the extent that the client’s net profits exceed any losses carried forward from prior years, based on a “high water mark” formula.

We generally do not negotiate our fees. However, we may, in our discretion, alter the terms applicable to certain investors in our clients that result in rights and obligations that differ from those described in this brochure, including with regard to fees and redemption rights. This may be achieved through side letter agreements, rebates, waivers, issuance of separate classes of interests or any other permissible means.

### **PAYMENT OF FEES**

Our clients pay management fees quarterly, in advance, as of the first business day of each calendar quarter. We deduct management fees directly from the capital account of each investor in our clients on the first business day of each calendar quarter.

We generally calculate and receive our performance-based fees or allocations as of the end of each fiscal year directly from the capital account of each investor in our clients.

We have waived, and may waive in the future, any management fee or performance-based fee or allocation for our employees and principals who have invested directly or indirectly in our clients.

### **OTHER FEES AND EXPENSES**

We generally pay all ordinary office overhead expenses of our firm, which include rent, supplies, secretarial expenses, stationery, charges for furniture and fixtures, and compensation of security analysts and personnel. Our clients generally bear all other expenses, which include, but are not limited to, (i) legal, accounting, auditing and other professional expenses, (ii) investment expenses such as commissions, research expenses, interest on margin accounts and other indebtedness, (iii) the pro rata share of the fees and expenses incurred from investing in other investment vehicles, (iv) custodial fees and (v) other reasonable expenses related to the purchase, sale or transmittal of client assets. Clients generally pay all brokerage fees and transaction costs associated with their investment activities.

For more information on brokerage transactions and costs, please see Item 12: Brokerage Practices.

## WITHDRAWALS

With respect to the Anson Investments Funds, subject to the terms and conditions in the offering documents, each investor that has held its investment for one year generally may make complete or partial withdrawals as of the close of business on the last day of each calendar quarter. Investors must generally provide notice of any withdrawal in writing at least 30 days prior to the proposed withdrawal date. We will use commercially reasonable efforts to pay at least 90% of any estimated withdrawal request within 30 days of a withdrawal date. We will pay any remaining balance within 30 days following the completion of the fund's audit of its financial statements for the applicable fiscal year. We do not refund prepaid management fees.

With respect to the Anson Catalyst Funds, subject to the terms and conditions in the offering documents, each investor may voluntarily redeem on 30 day's prior notice as of the last business day of the calendar quarter occurring prior to the 36-month anniversary of the purchase of the shares to be redeemed, and as of the last business day of each calendar quarter thereafter, and/or such other days as the directors may determine in their sole discretion. The Adviser may, in its sole discretion, waive such notice requirements. We will use commercially reasonable efforts to pay at least 90% of any estimated redemption proceeds within 10 business days of a redemption date, provided, that the directors may delay such payment if such delay is reasonably necessary to prevent such redemption from having a material adverse impact on the fund. We will pay any remaining balance within 30 days following the completion of the fund's audit of its financial statements for the applicable fiscal year. We do not refund prepaid management fees.

## COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS

Neither our firm nor any of our supervised persons receives any compensation for the sale of securities or other investment products.



## **Item 6 - Performance-Based Fees and Side-By-Side Management**

As noted above, the Adviser or its affiliates generally receive a performance-based fee or allocation from our advisory clients. Please see Item 5: Fees and Compensation for a detailed explanation of our performance-based compensation. These payments are subject to Section 205(a)(1) of the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3.

Performance-based fees and allocations could motivate us to make investment decisions that are riskier or more speculative than would be the case if these compensation arrangements were not in effect. Our individual employees and affiliates who receive compensation to some extent based upon their role in the trading profits of our clients face the same potential conflict. We address this conflict through full and fair disclosure in the applicable offering documents and/or this brochure. In addition, our firm’s investment in our clients aids in aligning our interests with the interests of our clients.

We do not manage any other accounts that do not pay performance-based compensation.

## **Item 7 - Types of Clients**

As mentioned in Item 4 above, we currently provide investment advisory services solely to pooled investment vehicles. Our clients rely on certain exclusions from the definition of “investment company” in the Investment Company Act of 1940, as amended. Accordingly, none of our clients are registered as investment companies with the Securities and Exchange Commission. We may in the future provide investment advice to other types of clients including, but not limited to, individuals and separately managed accounts and funds.

Investors must qualify as “accredited investors,” as such term is defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended, in order to invest in our clients. We reserve the right to reject any investor for any reason or for no reason in our sole discretion.

Investors in our clients are generally required to make a minimum investment of \$250,000, although we may accept investments in a lesser amount in our sole discretion.

This Brochure is not an offer to invest in our clients.

## **Item 8 - Method of Analysis, Investment Strategies and Risk of Loss**

**Anson Investments Funds** (referred to in this section as the “Fund”)

### **Investment Objective**

The investment objective of the Fund is to achieve capital appreciation, primarily through investments in securities of publicly traded companies, generally through short positions, long positions and private placements.

### **Investment Strategy**

#### ***Long Positions***

We seek to produce returns through long investments. Our firm generates investment ideas for the Fund through bottom-up screening with an emphasis on resource-related companies. In contrast to the typical short positions that we initiate described below, we believe these companies have solid business models with good cash flow and limited supply of shares. While we may occasionally trade along with a larger trend in a specific segment, we generally focus on companies believed to be good, solid businesses, but that the general market does not currently favor. We will generally attempt to make a long position investment during market correction periods when valuations appear to be most favorable.

#### ***Short Positions***

We also scour the market using various data filters and screens to identify companies with significant short-term stock price appreciation that we believe is not justified by a corresponding improvement in underlying businesses prospects. Often a news release or stock promotion drives these price surges, even though these companies have flawed business models usually characterized by poor profitability and overall financial weakness. We consider the best short trading opportunities to have common characteristics such as low cash resources, negative cash flow from operations and toxic financings. In some of these cases, we will conduct further investigations to determine whether we believe the company may be acting fraudulently to try and move the stock price up so that insiders may sell their shares or the company may conduct a private placement at inflated prices. If we believe these dramatic price moves arise from the broad distribution of touting emails or boiler room promotions, we expect that the stock price will eventually decrease once the company completes the campaign to promote the security.

In addition, we monitor larger industry trends to identify widespread deterioration in stock price. Often the trend will show up early in a few competitors who experience an immediate and rapid decline in stock price. Other competitors will have a delayed reaction, even though they are subject to the same risk factors. We seek to exploit this lagging effect to take short positions in the companies we expect to suffer the same decreased stock price and then hold the positions until the stock prices decreases to reflect the industry-wide decline.

## ***Private Placements***

Similar to our long position strategy, we will occasionally participate in private placements of public securities on an opportunistic basis. Often these will be offerings by Canadian companies underwritten by regional brokers with which our firm or our associates have longstanding relationships. These companies will also tend to be resource based and operate in areas where our firm's business associates can provide significant insight into the long-term potential of the company. Investing in a private placement allows the Fund to purchase shares at a substantial discount as compared to the availability in the public market or to acquire warrants that have the potential to greatly increase the return on the Fund's invested capital. We may hedge or arbitrage some positions in an attempt to lock in immediate profit, while making other positions part of the Fund's long position holding portfolio once their securities become freely tradable.

*The investment objectives and methods summarized above represent our current intentions. Depending on conditions and trends in the securities markets and the economy in general, we may pursue any objectives, employ any investment techniques or purchase any type of security that we consider appropriate and in the best interests of the Fund whether or not described in this section. There can be no assurance that the Adviser's investment strategy will achieve profitable results.*

Despite our thorough research and analysis and investment strategies, investing in any security involves a risk of loss that the Fund and investors in the Fund must be prepared to bear. Please see below for an explanation of some of the significant risks associated with the investment strategies we employ.

In the normal course of business, we enter into transactions in various financial instruments with off-balance sheet risk. These financial instruments may include securities sold, not yet purchased and options. We enter into derivative contracts for trading and hedging purposes. Typically, derivative contracts serve as components of the Fund's investment strategies, and we utilize these investments primarily to structure the portfolio or individual investments to economically match the Fund's investment objectives.

**Market Risk.** Market risk represents the potential loss that can be caused by a change in the fair value of a financial instrument.

**Credit Risk.** Credit risk represents the potential loss that the Fund would incur if counterparties failed to perform pursuant to the terms of their obligations to our clients. We seek to minimize the Fund's exposure to credit risk by conducting transactions with established, reputable brokers. We monitor counterparty exposure on a regular basis.

Multiple brokers provide the clearing and depository operations for the Fund's securities transactions. These brokers are members of major American or Canadian securities exchanges. Should the brokers be unable to fulfill their obligations, the Fund risks the loss of its investments.

The amount of the Fund's cash held at brokers, at times, may exceed the amount insured by the Securities Investor Protection Corporation and/or the Canadian Investor Protection Fund, as applicable.

*Liquidity Risk.* Liquidity risk represents the possibility that we may not be able to rapidly adjust the size of the Fund's positions in times of high volatility and financial stress at a reasonable price.

*Interest Rate Risk.* Interest rate risk represents a change in interest rates, which could result in an adverse change in the fair value of an interest-bearing financial instrument held by the Fund.

*Currency Risk.* The exchange rate of the U.S. dollar relative to other currencies may change in a manner which has an adverse effect on the reported value of the Fund's assets and liabilities denominated in currencies other than the U.S. dollar.

*Political Risk.* To the extent that we trade securities listed on various foreign exchanges and markets on behalf of the Fund, the Fund may be exposed to political risk. The governments in any of these jurisdictions could impose restrictions, regulations or other measures, which may have a material adverse impact on the Fund's investment strategy.

We do not recommend primarily any single type of security to the Fund. The Fund generally hold a diverse range of investments, yet we still encourage the investors in the Fund to consider all of the risk factors we have described above. Any investment can be risky and our investors in the Fund must be prepared to assume any potential loss.

**Anson Catalyst Funds** (referred to in this section as the "Fund")

### **Investment Objective**

The investment objective of the Fund, through its investment in the Master Fund, is to achieve significant risk-adjusted returns while minimizing correlation to traditional equity and fixed income asset classes. In order to achieve the Fund's investment objective, we will manage a concentrated, high-conviction portfolio of investments for the Fund that primarily utilize either an event-driven, relative value or opportunistic strategy. The most common securities that the Fund will invest in are common equity, high-yield debt and distressed debt, although the Fund may opportunistically invest in other types of securities.

### **Investment Strategy**

#### ***Event-Driven: Distressed/High-Yield Securities***

The Fund will seek to invest in distressed debt and high-yield securities where events such as bankruptcy, corporate reorganizations, debt defaults and maturities are identified in the investment time horizon. Distressed and high-yield securities require extensive due diligence and credit analysis in order to confidently take advantage of the deeply discounted purchase prices. In addition, as it relates to distressed investments, we will evaluate the best risk-reward opportunities in the capital structure and seek to have the Fund's core investment in the fulcrum security. We will typically look for situations where there is significant potential for capital appreciation, as opposed to situations where only a high income stream exists. We seek

investments in distressed and high yield securities that are more correlated to event-specific situations than to the direction of the bond and stock markets.

***Event-Driven: Deep Value with Catalyst***

We seek to produce significant risk-adjusted returns through catalyst-driven, deep value investments. We generate investment ideas for the Fund through a bottom-up screening approach with an emphasis on certain focus industries, such as oil and gas and related services, technology, media and telecom, mining and manufacturing. Attractive investment candidates are usually trading at significant discounts to intrinsic value and have a near-term corporate event that may cause the discount to narrow or be eliminated. These corporate events typically include spin-outs, asset sales, management and/or board changes, restructurings and recapitalizations.

***Event-Driven: Merger (Risk) Arbitrage***

Arbitrage opportunities are available when the market misprices the risks and opportunities associated with the closing of a merger, acquisition or other major corporate event. When structured properly, risk arbitrage investments tend to have very little market risk due to the fact that the corporate event is the dominant factor in the return profile. The investment process for these investments typically begins with a public announcement of a merger or acquisition. We will then evaluate all aspects of the deal and seek to identify situations where asymmetric return opportunities are present. When analyzing arbitrage opportunities for the Fund, we will evaluate the probability of the deal closing, the price and form of consideration, the timeframe to the closing date, regulatory risks, financing risks and the potential for competing proposals. In addition, we will evaluate the optimal risk/reward security in the capital structure, factoring in any potential hedging that could mitigate certain risks.

***Event-Driven: Short Selling with Catalyst***

While not a core strategy of the Fund, we will selectively short securities of companies for the Fund that we believe to be over-valued when there is a near-term event that could lead to a repricing. Ideal candidates have one or more of the following criteria: fraudulent accounting, liquidity constraints, covenant violations, low cash resources, negative cash flow, deteriorating industry fundamentals and off-market valuations.

***Relative Value: Convertible Arbitrage***

We aim to profit from mispricing opportunities within convertible bonds and other hybrid debt/equity securities. Convertible securities are typically fixed income instruments with an embedded call option on the underlying issuers stock. Often times, the price of the instrument as a whole is less than the price or value of the individual parts. As such, opportunities exist to buy (or sell) the instrument, and sell (or buy) the parts, thereby locking in a profit. The ability to generate profit (alpha) is typically independent of general market conditions.

***Relative Value: Capital Structure Arbitrage***

We will look for mispricings that exist between various securities of a single issuer's capital structure. In essence, this strategy involves buying one security in a company's capital structure, while at the same time selling short another security in the that same company's capital structure. In structuring these trades for the Fund, we must factor in and value various quantitative and qualitative aspects of the securities, including:

convexity, credit spreads, covenant irregularities, hedging costs and market supply/demand technicals.

***Relative Value: Spin-Offs***

In a pure spin-off, a parent company distributes 100% of its ownership interests in a subsidiary operation as a dividend to its existing shareholders. After the spin-off, there are two separate, publicly-held firms that have exactly the same shareholder base. Oftentimes, the holders of the parent company's stock have less of an interest in owning the stock of the spin-off. This can result in significant recirculation trades occurring at discounted values. In addition, institutions can be sellers of spin-off stocks for various other reasons (lack of liquidity, no dividend, no sell-side coverage, etc.), which results in the stock trading at significant discount to its intrinsic value during the recirculation period. This type of selling can create excellent opportunities for us to uncover high quality businesses at favorable prices.

***Relative Value: Stub Co's***

Partial spin-off transactions occur when a corporation distributes shares in a subsidiary to the public while retaining partial ownership. After a subsidiary becomes publicly traded, it is possible to determine the market value of the parent company's investment in the subsidiary. By subtracting the subsidiary's value from the parent company's value, it is possible to determine the implied value of the parent company's core businesses — known as the "stub." For a variety of reasons (tax, liquidity, control provisions, etc.), the stub's trading value can be less than its intrinsic value. It is possible to synthetically create a stub investment by purchasing the parent company's stock and shorting its underlying subsidiaries. If structured properly, this results in a net long exposure of only the stub. This strategy allows investors to capture the unrealized value of the stub, while simultaneously hedging market risk. We seek to identify opportunities where the stubs are trading at significant discounts to intrinsic value and where catalysts exist that will cause that discount to narrow.

***Opportunistic: Private Placements***

We will occasionally participate in private placements of public securities on an opportunistic basis. Typically these will be offerings by North American companies underwritten by regional brokers with which the Investment Manager or its associates have longstanding relationships. Investing in a private placement allows the Fund to purchase shares at a substantial discount as compared to what is available in the public market or to acquire warrants that have the potential to greatly increase the return on the Fund's invested capital. We may hedge or arbitrage some positions in an attempt to lock in immediate profit, while making other positions part of the Fund's long position holding portfolio once their securities become freely tradable.

***Risk-management: Hedging***

We may take short or long positions in a variety of instruments, including, but not limited to, stocks, bonds, loans, exchange-traded funds, insurance contracts, swaps, options, futures contracts and over-the-counter derivatives, in its discretion. We will utilize some of these products to offset and balance risks associated with both investment-level and portfolio-level positions.

*The investment objectives and methods summarized above represent the Adviser's current intentions. Depending on conditions and trends in the securities markets and the economy in general, the Adviser may pursue any objectives, employ any investment techniques or purchase any type of security that it considers appropriate and in the best interests of the Fund whether or not described in the Offering Documents. The foregoing discussion includes and is based upon numerous assumptions and opinions of the Adviser concerning world financial markets and other matters, the accuracy of which cannot be assured. **There can be no assurance that the Fund's investment strategy will achieve profitable results.***

Despite our thorough research and analysis and investment strategies, investing in any security involves a risk of loss that investors in the Fund must be prepared to bear. Please see below for an explanation of some of the significant risks associated with the investment strategies we employ.

*Lack of Operating History.* The Fund is a newly-formed entity which does not have an operating history for prospective investors to evaluate prior to making an investment in the Fund.

*Investment Judgment; Market Risk.* The profitability of a significant portion of the Fund's investment program depends to a great extent upon correctly assessing the future course of the price movements of securities and other investments. There can be no assurance that we will be able to predict accurately these price movements. With respect to the investment strategy utilized by the Fund, there is always some, and occasionally a significant, degree of market risk.

*Reliance on Key Persons.* The Fund will be substantially dependent on the services of Bruce R. Winson and Jay Lubinsky. In the event of the death, disability, departure or insolvency of Mr. Winson and/or Mr. Lubinsky, or the complete transfer of Mr. Winson's interest in the Adviser, the operations of the Fund may be adversely affected. Mr. Winson and Mr. Lubinsky will devote such time and effort as they deem necessary for the management and administration of the Fund's investment activities. However, Mr. Winson and Mr. Lubinsky may engage in various other business activities in addition to managing the Fund, and consequently may not devote all of their business time and effort to Fund business.

*Short Sales.* The Fund may enter into transactions, known as "short sales," in which it sells a security it does not own in anticipation of a decline in the market value of the security. Short sales by the Fund that are not made "against the box" theoretically involve unlimited loss potential since the market price of securities sold short may continuously increase. The Fund may mitigate such losses by replacing the securities sold short before the market price has increased significantly. Under adverse market conditions, the Fund might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales.

*Derivatives.* Derivative instruments, or "derivatives," include futures, options, swaps, structured securities and other instruments and contracts that are derived from, or the value of which is related to, one or more underlying securities, financial benchmarks, currencies or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark currency or index at a fraction of the cost of investing in the



underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives of such asset. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives are “leveraged,” and thus provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can not only result in the loss of the entire investment, but may also expose the Fund to the possibility of a loss exceeding the original amount invested. Derivatives may also expose investors to liquidity risk, as there may not be a liquid market within which to close or dispose of outstanding derivatives contracts, and to counterparty risk. The counterparty risk lies with each party with whom the Fund contracts for the purpose of making derivative investments (the “*Counterparty*”). In the event of a Counterparty’s default, the Fund will only rank as an unsecured creditor and risks the loss of all or a portion of the amounts it is contractually entitled to receive.

*Non-U.S. Securities.* Investments in non-U.S. securities involve certain factors not typically associated with investing in U.S. securities, such as risks relating to (i) currency exchange matters, including fluctuations in the rate of exchange between the U.S. dollar (the currency in which the books of the Fund are maintained) and the various non-U.S. currencies in which the Fund’s portfolio securities will be denominated and costs associated with conversion of investment principal and income from one currency into another; (ii) differences between the U.S. and non-U.S. securities markets, including the absence of uniform accounting, auditing and financial reporting standards and practices and disclosure requirements, and less government supervision and regulation; (iii) political, social or economic instability; (iv) imposition of non-U.S. income, withholding or other taxes; and (v) the extension of credit, especially in the case of sovereign debt.

*Illiquidity.* The investments made by the Fund may be very illiquid, and consequently the Fund may not be able to sell such investments at prices that reflect our assessment of their value or the amount paid for such investments by the Fund. Illiquidity may result from the absence of an established market for the investments as well as legal, contractual or other restrictions on their resale by the Fund and other factors. Furthermore, the nature of the Fund’s investments, especially those in financially distressed companies, may require a long holding period prior to profitability. We may make distributions in-kind of securities in lieu of or in addition to cash. In the event we make distributions of securities in-kind, such securities could be illiquid or subject to legal, contractual and other restrictions on transfer.

*Lending Risks.* The Fund may purchase assignments and participations in syndicated leveraged loans.

*Leverage.* Subject to applicable margin and other limitations, the Fund may borrow funds in order to make additional investments and thereby increase both the possibility of gain and risk of loss. Consequently, the effect of fluctuations in the market value of the Fund’s portfolio would be amplified. Interest on borrowings will be a portfolio expense of the Fund and will affect the operating results of the Fund. Also, the Fund could potentially create leverage via the use of instruments such as options and other derivative instruments.

*Options.* Investing in options can provide a greater potential for profit or loss than an equivalent investment in the underlying asset. The value of an option may decline because of a change in the value of the underlying asset relative to the strike price, the passage of time, changes in the market's perception as to the future price behavior of the underlying asset or any combination thereof. In the case of the purchase of an option, the risk of loss of an investor's entire investment (*i.e.*, the premium paid plus transaction charges) reflects the nature of an option as a wasting asset that may become worthless when the option expires. Where an option is written or granted (*i.e.*, sold) uncovered, the seller may be liable to pay substantial additional margin, and the risk of loss is unlimited, as the seller will be obligated to deliver, or take delivery of, an asset at a predetermined price which may, upon exercise of the option, be significantly different from the market value.

*Put and Call Options on Specific Investments.* The Fund may purchase exchange-listed and over-the-counter put and call options on specific investments. In addition, the Fund may write and sell covered or uncovered call and put option contracts. A call option gives the purchaser of the option the right to buy, and obligates the writer to sell, the underlying investments at a stated exercise price at any time prior to the expiration of the option. Similarly, a put option gives the purchaser of the option the right to sell, and obligates the writer to buy, the underlying investments at a stated exercise price at any time prior to the expiration of the option. Options written by the Fund may be wholly or partially covered (meaning that the Fund holds an offsetting position) or uncovered. Options on specific investments may be used by the Fund to seek enhanced profits with respect to a particular security. Alternatively, they may be used for various defensive or hedging purposes. For example, they may be used to protect against a future adverse change in the market price of particular portfolio investments held by the Fund without requiring a sale of the investments.

*Counterparty Risk.* The Fund is subject to the risk that counterparties of derivative contracts and other instruments in which it invests and trades may default on their obligations under those instruments and that certain events may occur that have an immediate and significant adverse effect on the value of those instruments. Some of the markets in which the Fund effects its transactions are over-the-counter or inter-dealer markets. The participants in such markets are typically not subject to credit evaluation by an exchange or clearing organization and regulatory oversight as are members of exchange-based markets. The Fund therefore is exposed to a greater risk that a counterparty will not timely settle a transaction or otherwise perform its obligations in accordance with contractual terms and conditions because of a dispute over the terms of the contract (whether or not bona fide), or because of a credit or liquidity problem, thus causing the Fund to suffer a loss. Such counterparty risk is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. These risks may differ materially from those entailed in exchange-traded transactions, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement of positions and segregation and minimum capital requirements applicable to intermediaries. Although the Fund intends to enter into transactions only with counterparties that we believe to be creditworthy, will attempt to reduce the Fund's exposure by obtaining collateral in appropriate cases and will pursue any available remedies under any of these contracts, there can be no assurance that a counterparty will not default and that the Fund will not sustain a loss on a transaction as a result. The Fund is

not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Concentration of transactions with a limited number of counterparties could increase the potential for losses by the Fund. The Fund is subject to the risk of failure of any of the exchanges on which its positions trade or of their clearinghouses.

**Investing in securities involves risk of loss that investors and prospective investors should be prepared to bear. There can be no assurance that any fund's investment objective will be achieved or that the investment strategies the Adviser employs will be successful. Investors must be prepared to lose all or substantially all of their investment. The past performance of the Adviser is not indicative of its future performance.**

**For a more complete description of the risks associated with investing with the Adviser, investors should refer to the relevant Offering Documents for each Fund.**

**Item 9 - Disciplinary Information**

Neither the Adviser nor any management person has been involved in any criminal or civil actions in a domestic, foreign or military court.

Neither the Adviser nor any management person has been subject to an administrative proceeding before the Securities and Exchange Commission, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.

Neither the Adviser nor any management person has subject to a proceeding before any self-regulatory organization.

## **Item 10 - Other Financial Industry Activities and Affiliates**

Neither the Adviser nor any of our management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither the Adviser nor any of our management persons is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or is an associated person of any of the above.

As noted in Item 2 above, AIMF GP is the general partner of the Anson Investments Master Fund, LP and is an affiliate of the Adviser. ACF GP, LLC is the general partner of the Anson Catalyst Master Fund, LP and also is an affiliate of the Adviser. Since each respective general partner is entitled to receive the Performance Allocation from each respective fund, this may create an incentive for the Adviser to make investments that are riskier or more speculative than would be the case if such arrangement was not in effect. However, as noted in Item 11, the Adviser has adopted a written Code of Ethics that contains policies and procedures to address conflicts of interest. Under such policies and procedures, the Adviser is required to make investment decisions for the funds in a manner that is consistent with its fiduciary duties to the Funds.

We do not receive compensation directly or indirectly from unaffiliated advisers that create a material conflict of interest.

## **Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

We have adopted a written Code of Ethics applicable to all of our employees. Among other things, our Code of Ethics requires our firm and our employees to adhere to high ethical standards, act in our clients' best interests and abide by all applicable regulations. Our Code of Ethics includes an Insider Trading Policy designed to prevent our employees from misusing material non-public information, including information regarding our clients' transactions. We will provide a copy of our Code of Ethics upon request by any prospective client, client or investor in a client.

We do not prohibit our firm nor our employees from buying or selling securities for their own accounts, and our firm and our employees may take investment positions similar or contrary to those acquired for our clients. This could create a conflict of interest if our firm or our employees receive more favorable execution prices than do our clients because our firm's or our employees' trades might drive up the market prices of target securities.

Certain of our employees may invest directly in our clients. We generally waive the management fee and the performance allocation for employees investing in our clients.

## **Item 12 - Brokerage Practices**

We have the discretion to decide on the securities to be bought or sold on behalf of our clients. We also have the discretion to select the broker-dealers to be used to execute our clients' investment transactions. We work with Fidelity, TD Securities and BNP Paribas as prime brokers in connection with securities transactions, as well several institutions where we hold custody accounts for our clients.

In selecting broker-dealers to execute our client transactions, we seek to obtain the best net execution available. We evaluate execution quality on a variety of factors, including the following:

- the ability to achieve prompt and reliable executions at favorable prices;
- the operational efficiency with which transactions are effected;
- the financial strength, integrity and stability of the broker;
- the value of research and/or brokerage related services provided by the broker;
- the availability and cost of borrowing securities; and
- the competitiveness of commission rates in comparison with other brokers satisfying our other selection criteria.

We have the option to use "soft dollars" generated by our clients to pay for the research and non-research related services. The term "soft dollars" refers to the receipt by an investment manager of products and services provided by brokers, without any cash payment by the investment manager, based on the volume of revenues generated from brokerage commissions for transactions executed for clients of the investment manager. The products and services available from brokers include both internally generated items (such as research reports prepared by employees of the broker) as well as items acquired by the broker from third parties (such as quotation equipment). Section 28(e) of the Securities Exchange Act of 1934, as amended, provides a "safe harbor" to investment managers who use soft dollars generated by their advised accounts to obtain investment research and brokerage services that provide lawful and appropriate assistance to the investment manager in the performance of investment decision-making responsibilities. Although the offering documents for our clients permit us to utilize soft dollar benefits outside of the Section 28(e) safe harbor, we limit our soft dollar usage to within the safe harbor as an internal policy.

Using client transactions to obtain research and other benefits creates incentives that result in conflicts of interest between advisers and their clients. If we use client markups or markdowns to obtain research products and services, our firm receives a benefit because we do not have to pay for the research products and services. The availability of these benefits may influence us to select one broker-dealer rather than another to perform services for clients, based on our interest in receiving the products and services instead of on our clients' interest in receiving the best

execution prices. Obtaining these benefits may cause our clients to pay higher fees than those charged by other broker-dealers.

The use of soft dollars to obtain research services and to pay for other costs and expenses that our firm might otherwise incur creates a conflict of interest between our firm and our clients because our clients pay for products and services that are not exclusively for their benefit and that may be primarily or exclusively for the benefit of our firm. To the extent that we are able to acquire these products and services without expending our own resources, our use of soft dollar benefits tends to increase our profitability.

We obtain research and/or brokerage related services from some broker-dealers at which our client accounts generate commissions, which benefit our firm. Research and brokerage related services that we received within the last year include written information and analysis concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; statistics and pricing services; discussions with research personnel; and certain market connectivity and order management products. We do not, however, maintain formal soft dollar agreements with any brokers or other third-parties, and do not otherwise negotiate higher rates on fees and expenses to be paid by our clients in exchange for lower rates on fees and expenses to be paid by our firm.

We may receive capital introduction services from some of the broker-dealers we use to execute and/or settle our clients' transactions. Although these services may benefit our firm by increasing our client assets under management, we do not direct brokerage transactions to brokers based on the availability of capital introduction services or the referral of clients or investors.

Our firm does not recommend, request or require that a client, nor do we permit a client to, direct us to execute transactions through a specified broker-dealer.

## BEST EXECUTION REVIEWS

Our firm's portfolio managers constantly evaluate brokers and compare broker performance when allocating trades. Relevant investment personnel are surveyed regarding their ratings of brokers on a variety of factors annually. Factors such as broker performance and execution quality, broker financial condition, conflicts of interest, value of research and brokerage services provided, and trading-related recordkeeping are evaluated on an ongoing basis.



## TRADE ERRORS

While we take the utmost care in making and implementing investment decisions on behalf of our clients, trade errors may inevitably occur. Trade errors can include, but are not limited to: (i) purchasing securities not within our clients' investment guidelines; or (ii) purchasing or selling the wrong securities (or amount of securities) for our clients. Our firm's operations manager reconciles transaction journals from our prime brokers daily against internal trading records. Any trade error must be immediately reported to our firm's Chief Compliance Office. We seek to correct all trade errors promptly and in a manner that minimizes any impact on the affected client. To the extent that a trade error results in a loss to a client, the account will generally bear the loss, absent willful misconduct or gross negligence on the part of our firm. The affected clients will also retain any gains that result from a trade error. Notwithstanding the foregoing, federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith. We do not intend for our policies to limit any rights that a client may have under these laws.

When managing multiple funds with similar investment strategies, the Adviser generally will attempt to aggregate multiple orders for the purchase or sale of the same instrument into block transactions, subject to the overall obligation to achieve best price and execution for the funds.

### **Item 13 - Review of Accounts**

Our firm has internal accounting personnel and also retains an external fund administrator. Both Tony Moore, the CFO, and the administrator for our clients conduct reviews of our client accounts on at least a monthly basis (or more frequently in the case of certain material events). With respect to accounting matters, we have engaged an independent public accountant to conduct an annual audit of each of our clients.

We invest client assets in securities and other financial instruments. In monitoring the performance of the investments, we perform various levels of review. Among other items, we consider short and long-term rates of return, investment diversification and risk allocations as part of our regular review.

Investors in our clients receive written capital account statements on a quarterly basis, as well as audited financial statements and Federal Income Tax Form K-1s, if applicable, annually.

**Item 14 - Client Referrals and Other Compensation**

We currently do not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to our clients.

We may enter into agreements with persons who refer investors in our clients to our firm. For their referral services, these persons may receive compensation from our firm in the form of a percentage of the management fee and/or performance-based fee or allocation that we receive from our clients. All solicitation arrangements that we enter into will be designed to be in compliance with Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended (the “Advisers Act”). Our clients and their investors are not responsible for any of the fees paid the referring persons.

**Item 15 - Custody**

We have, or may be deemed to have, “custody” of our clients’ assets. In accordance with Rule 206(4)-2 under the Advisers Act, one or more qualified custodians holds our clients’ assets. We may change custodians at any time and from time to time without the consent of our clients or investors in our clients. Qualified custodians do not provide account statements directly to investors in our clients. We have engaged an independent public accountant registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board to conduct an annual audit of each of our clients. Audited financial statements are provided to each investor in our clients within 120 days after the end of each fiscal year.

**Item 16 - Investment Discretion**

We generally have discretionary power and authority over the types of financial instruments bought or sold, as well as the amount bought or sold, on behalf of our clients. We have the authority to determine the broker-dealer or other counterparty used for client transactions and the negotiation of commission rates and other consideration paid by our clients. Despite this broad authority, we are committed to adhering to the investment strategy and program set forth in each of our clients' offering documents.

Each investor in our clients generally grants us a limited power of attorney upon investing in our clients.

**Item 17 - Voting Client Securities**

We have the authority to vote proxies on behalf of our clients, but generally only vote proxies in substantially important matters. In these cases, we seek to vote proxies in the best interests of our clients.

We maintain records of (i) all proxy votes that are made on behalf of our clients; (ii) all written requests from each client's underlying investors regarding voting history; and (iii) all responses (written and oral) to investors' requests. Such records are available to each client's underlying investors upon request.

**Item 18 - Financial Information**

We do not require nor do we solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

We do not believe any financial condition exists that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Our firm has never been the subject of a bankruptcy petition.