

A FINE ART SECURITY TOKEN

BUSINESS PLAN /  
BLUE SAPPHIRE PAPER



MILLENNIUM SAPPHIRE

MS TOKEN

OCTOBER 2021

# Snapshot

01

*The Millennium Sapphire Token is a Security Token Offering (STO).*

02

*The MS Token is backed by the Millennium Sapphire, a 12.3 kg, 61,500 carat carved sapphire certified by the Guinness Book of World Records as the world's largest.*

03

*The Millennium Sapphire will be 100% securitized through the MS Token STO.*

04

*All MS Token owners will hold a pro-rata share in the wholly owned Millennium Sapphire proportional to their investment.*

05

*The Millennium Sapphire Studio has Sold US\$37.67 million in institutional NFTs thus far to public companies in 2021. One US\$16 million sale in April to Nasdaq listed Greenpro Capital Corp (Nasdaq: GRNQ) and another US\$21.67 million sale to EV Biologics (OTC: YECO) in July.*

06

*MS Token is sponsored by Millennium Fine Art, Inc. (MFAI), which prior to the presale period was the sole owner of the Millennium Sapphire.*

07

*MFAI is a fine art holding company that offers the public ownership of iconic art.*

08

*The initial asset owned by MFAI is the Millennium Sapphire which was recently appraised at US\$150,000,000.*

09

*Ownership of fine art masterpieces such as the Millennium Sapphire has previously been restricted to multibillionaires, royalty and museums.*

10

*Buying MS Token security tokens gives the investor an alternative investment in fine art and the pride of joining the ranks of the global elite in owning such a treasure.*

11

*Trading of the MS Token will target a commencement of trading in 2022 on CryptoSX for international investors and then on other exchanges for US investors.*

12

*The MS Token will be minted on ERC-20 on the Ethereum blockchain. The Ethereum blockchain allows simple ownership and distribution of the STO.*

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*The MS Token is an STO and an NFT platform. We intend to create an ongoing series of NFTs inspired by the Millennium Sapphire with some of the world's most renowned digital artists to drive ongoing revenues.*

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# Executive Summary



The principal objective of Millennium Fine Art, Inc. (MFAI), the owner of the Millennium Sapphire and the sponsor of MS Token, is to democratize ownership of one of the world's greatest works of art. In pursuit of that objective, MFAI is tokenizing 100% of the Millennium Sapphire in the MS Token STO and making this offering to the public.

The Millennium Sapphire has been certified by the Guinness Book of World Records as the world's largest natural carved sapphire. Weighing 12.3 kg or 61,500 carats (89,850 carats before carving), it is an icon in the world of fine art and gemstones.

Discovered in Madagascar in 1995, the rough gemstone was meticulously carved into a unique work of art by international award-winning jewelry designer Alessio Boschi. Dedicated as a tribute to the creative genius of humanity, the Millennium Sapphire is carved with the likenesses of historical luminaries and seminal achievements from history.

Investors in MS Token will be acquiring a pro-rata tokenized interest in the business of MS Token LLC. This includes a pro-rata equity interest in the Millennium Sapphire and its associated lapis carvings as well as profits derived from owning its intellectual property, including those from future NFT productions. Not only is this a chance to participate in owning one of the world's most significant artworks, but also a way to profit from the growth of an emerging digital art marketplace.

MS Token provides the general public with the opportunity to enjoy the long-term capital appreciation and pride of owning of a treasure that has been valued at US\$150,000,000. Revenues are projected to grow via the sale of NFTs among the other business activities described below. MS Token token holders will have the opportunity to benefit from the appreciation of the Millennium Sapphire, potential MS Token price increases and anticipated dividends to token holders.

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# Target Investors

Any investors who are eligible to subscribe to the US SEC Regulation S and D offerings during the pre-STO period or those able to set up a trading account with the digital exchanges MS Token will be listed on post-STO will be able to invest and trade in the MS Token STO. The public sale will be via a U.S. SEC Registration Crowd Funding (Reg CF) offering. The initial exchange MS Token intends to list on is CryptoSX, which will be open for non-US Investors, and then other major exchanges that are SEC compliant for security token trading for Reg D and Reg CF token owners. Storage of MS Token security tokens will be compatible with Ethereum Wallets and other custodial options.



# The Millennium Sapphire

In 1995 an American football-sized, 89,950-carat sapphire crystal was discovered in Madagascar that weighed an astonishing 18 kilograms. It was the largest gem quality sapphire ever discovered, stunning the gemstone world and making headlines worldwide.

Following its discovery, the rough, 18kg stone was packed into a crude wooden crate and airfreighted to Bangkok where its arrival astonished gem experts and collectors. After leaving Madagascar, the sapphire was examined by the Asia Institute of Gemological Sciences (AIGS) in Bangkok, Thailand, and was given its certificate of identification. The AIGS staff had some of the first glimpses of the enormous gemstone. One staff member's reaction was a stunned look and a finger pointed at the large blue mass, followed by, "Is that sapphire?"

Initially meant to be brought to auction in 1997, the Asian financial crisis caused a delay in bringing the Sapphire to market. Upon learning of the cancelled auction, Daniel McKinney, the CEO of MFAI, was captivated by the gem and formed a consortium to acquire the sapphire. With decades of experience leading international jewelry companies and buying gem mines around the world, Mr. McKinney was fascinated with the sapphire and envisioned one of the most ambitious and significant modern gem carving projects ever known.

Upon its acquisition, Mr. McKinney worked with world-renowned, Italian jewelry designer, Alessio Boschi to transform the sapphire into one of the most unique works of art in history. Over a three-year conceptualization and carving period, the team led by Mr. Boschi transformed the rough gemstone into a monument of human triumph, inscribing it with 134 figurines depicting the highlights of human history over the last five thousand years.

Weighing 12.3kg or 61,500 carats in its final form, the final product Millennium Sapphire is certified by Gubelin Gem Lab under certificate number 0009553. It has also been certified in 2001 as the world's largest carved sapphire with the Guinness Book of World Records.

The Millennium Sapphire was last appraised at US\$150 million and currently stands as one of the most famous precious stones of any kind ever discovered. A story that up until now has been relatively unknown; a story of buried treasure, discovery, wealth, science, art, religion, mythology, fame, superstition and intrigue.

Historically, the sapphire has been regarded as a stone of wisdom and royalty, of prophecy and divine favor. It has been associated with sacred things and considered the "gem of gems," a jewel steeped in the history and lore of nearly every religion.

To the ancient and medieval world, sapphire of heavenly blue signified the height of celestial hope and faith, and was believed to bring protection, good fortune and spiritual insight. It was a symbol of power and strength, but also of kindness and wise judgment.

In Hebrew lore, King Solomon and Abraham both wore talismans of sapphire, and the Law given to Moses on the Mount was said to be engraved on tablets of sapphire. The Greeks wore it for wisdom at Delphi when seeking answers from the Oracle at Apollo's Shrine.

Buddhists believed it brought devotion and spiritual enlightenment, and the Hindus considered sapphire as one of the "great gems" used in offerings in the temples for worship and to align astrological influences. In Christianity it was used in ecclesiastical rings and it was cherished by kings and nobility for its powers of protection and insight.

The Millennium Sapphire was carved with these historically relevant traditions in mind and as a celebration of mankind's achievements. The pyramids, the likenesses of scientists, philosophers, political leaders and seminal artists such as Leonardo Da Vinci are carved into the face of the sapphire. Drawing inspiration from the time at which it was carved, at the dawn of a new millennium, these historically relevant figures were selected so that they would serve as an inspiration to new generations in the new era humanity was entering.

# The Fine Art 'Problem' & The MS Token Solution



The key issues that impact owners in the upper echelons of the fine art market are a lack of liquidity and income derived from their ownership. Traditionally, there have been only two avenues of exit:

- ◇ A private sale, where fine art owners typically will not receive the highest price.
- ◇ At auction, where at the top end of the fine art market you have a limited market of buyers and high auctioneer commission rates.

It was through a desire to find a solution to redress this issue that Mr. McKinney, the previous owner of the Millennium Sapphire and current CEO of MFAI, decided to combine his passion for fine art and finance by securitizing the Millennium Sapphire via a STO.

In doing so, the \$MSTO:

- ◇ Empowers investors who have not had the independent financial ability to invest in such works with the opportunity to do so.
- ◇ Gives investors the opportunity to enjoy long term inflation adjusted returns that goes along with owning rare masterpieces.
- ◇ Provides owners of fine artwork with a new avenue of liquidity.
- ◇ Creates a new, liquid market for the world's premier fine art utilizing the superior attributes of US SEC registered blockchain technology, starting with the Millennium Sapphire.

This provides a win-win situation to high end fine art investors and public security market investors. Traditional fine art investors expand the market for their art from the small illiquid market of multibillionaires and royalty to the public market at large. Meanwhile, public market investors gain the opportunity to own works that were previously out of their reach, enjoy new revenue sources via NFTs and museum touring revenues.

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# The Fine Art Market

Global art market sales reached \$64 billion in 2019 according to UBS.

The majority of sales of fine art were in galleries and at auctions, seriously limiting potential avenues for sale. This problem is even more acute in the upper spectrum of the fine art market which is further limited by the number of collectors with access to the funds to make acquisitions in the US\$100s of millions range.

The dearth of traditional sales options at the top of the high-priced art market make it a prime industry for disruption through the MS Token STO.

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# Market Advantage

By tapping into public markets with the MS Token STO, Millennium Fine Art Inc. aims to provide:

- ◇ Flexible liquidity options for fine art assets through security tokens.
- ◇ Amplification of asset value through the creation of digital content and global marketing campaigns showcasing acquisitions
- ◇ Creation of significant income streams through the sale of copyrighted NFTs

Previously, retail investors and even multimillionaires did not have the opportunity to invest in masterpieces such as the Millennium Sapphire.

Fractional owners of highly valued art through a STO provides investors with an opportunity to join the ranks of the global elite in enjoying the potential capital appreciation and pride of owning a treasured asset such as the Millennium Sapphire.

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# Marketing Strategy

A strong multimedia and marketing presence will build on existing awareness and create further momentum around the Millennium Sapphire.

The MS Token's marketing strategy will include both physical and virtual aspects, including:





- ◇ Photography and 8K-resolution video of assets to produce NFTs
- ◇ Creation of collaborative NFT's with world famous digital artists
- ◇ Visualization designs and 3D renderings for exhibitions
- ◇ Promotional trailers for television documentaries
- ◇ Public Exhibitions of the Sapphire at Museums & Casinos
- ◇ Exhibition catalogues
- ◇ Documentaries and Feature Films
- ◇ Interview with key experts (incl. handout photos)
- ◇ Media Kits complete with illustrations, photos, video and backstories
- ◇ Press Releases
- ◇ Exhibition marketing collateral (posters, billboard, online, print etc.)
- ◇ Collection website plus microsites for each art asset

Since its discovery in Madagascar in 1995, this remarkable blue gem has appeared on CNN, BBC, NBC, FOX and numerous other television networks around the world. It has been written about in virtually every major newspaper and has been the subject of articles published in dozens of magazines including Forbes and the Wall Street Journal. MS Token's aim is to continue to heighten the profile of the Millennium Sapphire, increase its value and drive potential future revenue streams mentioned in the Potential Revenue section below.

## Potential Revenue Sources

Blue Sapphire  
Paper

Revenue opportunities for the MS Token include anything that drives income and helps maintain a buoyant security token value. In particular, we envision four potential revenue streams:

- ◇ NFTs
- ◇ Content Creation
- ◇ Exhibitions & Touring
- ◇ Image Licensing
- ◇ Brand Licensing

# Non-fungible Tokens - NFTs



The Non-Fungible Token (NFT) market has exploded in 2021. They have hit the headlines as major artists and celebrities around the world have announced their plans to use tokens to represent their creations. The biggest NFT sale by leading digital artist 'Beeple' grossed US\$69 million.<sup>2</sup> MFAI executed a sale of 7,700 NFTs based on the satellite Sputnik which is carved into the sapphire for US\$16 million to Greenpro Capital Corp. (GRNQ) which was the largest institutional NFT sale in history.<sup>3</sup> In July, MS Token bested the prior sale and sold 72,253 NFTs valued at US\$21.67 million to EV Biologics (OTC: YECO). YECO intends to complete the first digital asset dividend distribution of the NFTs to public company investors in history in Q4, 2021.<sup>4</sup>

A **non-fungible token (NFT)** is a unit of data on a digital ledger called a blockchain, where each NFT can represent a unique digital item, thereby making them non-interchangeable. NFTs can represent digital files such as art, audio, video, and other forms of creative work. While the digital files themselves are infinitely reproducible, the NFTs representing them are tracked on their underlying blockchains and provide buyers with proof of ownership. Blockchains such as ERC 721, have their own token standards to define their use of NFTs.

NFTs are blockchain-based tokens with unique identification codes and metadata that distinguish them from each other. Unlike cryptocurrencies, they cannot be traded or exchanged at equivalency. In the world today, non-fungible items are typically things such as real assets, gemstones, collectable cards or artwork. NFTs are digital representations of these items with code that verifies their authenticity. Just as diamonds may come with an accepted certificate of authenticity, NFTs digitally associate authenticity and rights to assets or items, such as digital art. In the same way jewelers accept certificates of authenticity for diamonds, consumers are beginning to accept NFTs as acceptable authentications of digital art.

In some designs, these bits of information are conveyed through a cryptographic hash function, an algorithm that takes this information and converts it into a unique identifier. The slightest change in that information would generate a different identifier. This allows would-be buyers to ensure an asset hasn't been tampered with.

MS Token has a treasure trove of copyrighted digital images to produce countless NFTs around the Millennium Sapphire and the 134 lapis figurine carvings. The Company will deploy leading animation studios, world famous digital designers and artists such as Alessio Boschi to produce the world's premier NFTs starting in the summer of 2021. We anticipate this will be our principal business.

NFT creation will include creating a series of limited release MS NFT's. This may include the following:

<sup>2</sup> Dean, Sam "\$69 million for digital art? The NFT craze, explained" Los Angeles Times. March 11, 2021

<sup>3</sup> "GreenPro Acquires \$16 million in Non-fungible Tokens" Yahoo Finance. April 22

<sup>4</sup> "EV Biologics NFT Dividend Update" Accesswire. July 19, 2021

<sup>5</sup> "Non-Fungible Tokens 101: A Primer On NFTs For Brands And Business Professionals" Forbes. February 28, 2021





1. The first series will be comprised of animations, and still frames from those animations, of the figurines carved into the Millennium Sapphire. There are a total of 134 figurines carved into the sapphire which are also carved into lapis pieces. Drawing inspiration from these carvings of historical achievements, MS Token aims create short digital animations of them. This series of NFTs will draw from those figurines to create a short animated series depicting the story of the people, places and historical items carved into the sapphire representing their historical significance using the highest quality custom graphics.

These animations will be for institutional buyers, like those who bought the initial Sputnik NFT from MFAI, as noted above. MS Token estimates that it can produce NFTs semi-annually for institutional clients for prices commensurate with the US\$16 million sales price MFAI received from GRNQ and the US\$21 million sale price for YECO NFT. In addition to themes related to the Sapphire, this series of NFTs will also draw from general commercial sources to meet the needs of its clients.

2. A second limited series we intend to launch will represent a 3D rotating animation of the actual Millennium Sapphire. True to scale and realistic, these will be the only NFTs minted that represent the digital version of the full Millennium Sapphire itself. We intend this series will be limited to only 1000. The initial price of the NFTs in this series will be set at 1 ETH.

3. A third series will be focused on bringing digital prints and new interpretations of the Millennium Sapphire and other works of fine art to the NFT space.

We anticipate over the next few years that there will be rapid growth in desire for works of fine art in the NFT space. As adoption of NFT wallets connected to high resolution digital art frames accelerates in the future we believe that people will want to have digital prints of famous works of art as well as new representations of fine art on their walls for the same reason art lovers have collected lithographs. Owning limited edition NFTs of multi-million dollar artworks will overtime likely constitute a growing part of the traditional print market as adoption of digital art frame technology becomes widespread.

Over the course of the next few years demand for digitally enhanced versions of fine artworks from the Millennium Sapphire to paintings by famous artists will also likely grow. Using contemporary technology to add movement to paintings by centuries old masters or employing new technologies like AR / VR to are likely to grow substantially in popularity. Utilizing such methods to create new interpretations beyond the past imaginations of the original famous artists who created such phenomenal artwork is likely to be highly prized moving into the future.

Projected revenues for 2021 are estimated to be approx. US\$50 million, growing to approx. US\$100 million by 2023 based on a Friday May 21<sup>st</sup>, 2021 valuation of the price of ETH. Ongoing revenues will be generated from the 10% royalties from every secondary NFT transaction and our ongoing NFT productions. For a full breakdown see our pro forma financial projections.



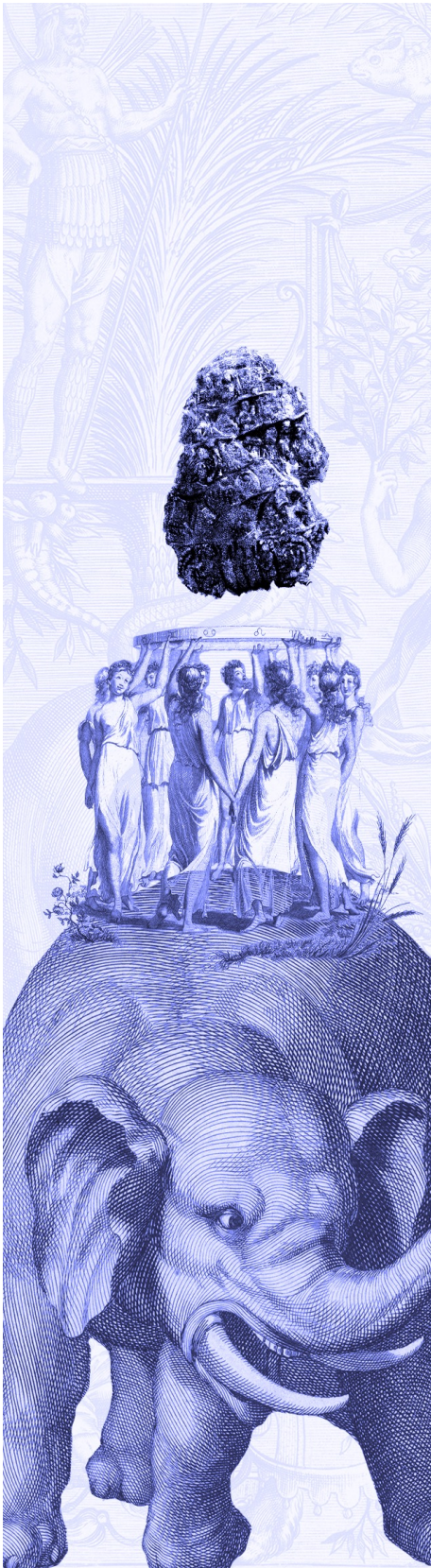


**Content creation** will include the production of documentaries and potential feature films as well as AR/VR experiences around the Millennium Sapphire. A novel, *The Sapphire Sea*, was written drawing inspiration from the discovery of the Sapphire and it remains the object of much interest to documentarians, gemologists, investors and those interested in fine art around the world.

For years, there has been global interest in the Millennium Sapphire. As such, it would be logical to film a documentary about its discovery and carving, as well as its current stature as a global fine art icon. As it was the largest gem quality Sapphire ever discovered, not to mention one of the largest precious stones ever discovered in history, the Millennium Sapphire has captivated public imaginations around the world since 1995. Taking documentary viewers into the fascinating discovery, sale, creative inspiration and carving of this modern masterpiece offers an opportunity to documentarians, television or streaming providers to provide unique programming to viewing audiences around the world.

The discovery of the Millennium Sapphire was an event in the world of gems that inspired authors and novelists. MFAI is in discussions with the author of a book inspired by the discovery of the Millennium Sapphire for a feature film. In pursuit of that concept, the management of MFAI is currently in discussions to acquire the film and television rights to his book. Creating a successful film or TV series based on the novel or creating another dramatized account of the discovery of the Millennium Sapphire would increase the prestige of the artwork in addition to potentially creating another compelling source of revenue for token holders.

Alternate-reality (AR) and virtual-reality (VR) games, exhibits and other content would fit well into both marketing and revenue creation. Given recent leaps in AR/VR technology audiences at home, in museums and elsewhere presents a unique opportunity to experience the Millennium Sapphire in new ways. Given the recent coronavirus pandemic, audience's ability to view the Sapphire in person on exhibit has been curtailed. To address that concern, MS Token intends to produce AR/VR games, exhibits and content in the future to bring the Sapphire into people's lives around the world.



**Exhibitions & Touring** aims to increase visibility of the Millennium Sapphire in major international museums, casinos and events. These activities have the prospect of increasing the profile, visibility and value of the Sapphire. In addition, meaningful revenue streams from touring and exhibitions will be possible to attain as the coronavirus pandemic eventually recedes in the coming months and years.

As the world emerges from the pandemic, MFAI expects that there will be a tremendous pent up desire to attend and visit live events, museums and casinos. Prior to the pandemic, top museums around the world expressed interest in showcasing the Millennium Sapphire alongside their related exhibition pieces. As a result, MFAI has come up with a program for a worldwide tour and exhibition which we plan to unveil when possible that will be a multimedia for-profit experience.

Premier fine art being loaned via a license to casinos and fine art exhibitions can net significant revenue for token holders. Given that the Millennium Sapphire is among the most famous gemstones in the world and an icon of contemporary art, demand for exhibitions in museums, casinos and other venues is high.

The management of MFAI has decades of experience in the production and staging of such exhibitions. Mr. McKinney, the CEO of MFAI, pioneered the Hong Kong Gem and Jewelry Show decades ago which remains the premier Gem and Jewelry Show in Asia to the present. Mr. McLean, MFAI's executive producer, also has decades of experience working around the world in the production of fine art events. Leveraging their decades of experience and connections, MFAI's management aims to create high revenue events to showcase the Millennium Sapphire to the public at leading museums, casinos and special events worldwide.

**Image Licensing** aims to license images of the Millennium Sapphire and its likeness for commercial purposes such as image databases and corporate commercial usage.

There is a strong market for licensing images of famous artwork. Seminal artwork such as the Millennium Sapphire are recognized by people around the world. As such, there is a strong market for the commercial licensing of images of famous art for editorial and commercial use, as well as other purposes.

The aim of the marketing activities, exhibitions, touring and content creation described above is to continue to build up the prestige of the Millennium Sapphire. Increasing the prestige of the Sapphire in turn could translate into dividends and value appreciation for MS Token security tokens. Due to the planned campaign to increase exposure of this one-of-a-kind masterpiece, the management of MFAI believes that it can enhance the market of images of the Millennium Sapphire.





Distribution of images will occur through:

- ◇ 3rd Party Vendors such Stock Image Websites
- ◇ Creating bespoke content in cooperation with corporate client's commercial campaigns including web, virtual, television, print and other multimedia
- ◇ License images of the Sapphire to Digital Art Companies.

Pursuing these avenues and others for sales will help continue to build revenue streams for MS Token holders over a long-term period.

**Brand Licensing** of the Millennium Sapphire and MS Token will, over time, present another stream of revenue.

MFAI currently owns the intellectual property and trademarks for the Millennium Sapphire, which was recently valued by Pascal Butel, a professional fine art appraiser, at up to US\$150 million. MFAI is in the process of transferring those rights to MS Token so that token holders will enjoy the revenue associated with owning the Millennium Sapphire and enjoy the proceeds of the associated NFT sales.

As the management of MFAI continues to enhance the exposure of the Millennium Sapphire through the marketing and revenue generating activities described above, the brand of MS Token and the Millennium Sapphire increase in value over time. As those activities occur the potential value of brand licensing activities will continue to grow.

Avenues to monetize the Millennium Sapphire and MS Token trademarked brands are through:

- ◇ Sponsorship deals with clients for products, services or events
- ◇ Commercial campaigns across the multimedia spectrum

MS Token's objective through all these projected revenue generating activities is to continue to increase the value of the Millennium Sapphire and MS Token security tokens and to create long-term sustainable revenue streams for MS Token holders. While MFAI cannot as of yet project the financial gains associated with these activities, management expects them over time to create dividend streams for investors and take the ownership of iconic art from being a cost center to a revenue generator for its owners.



Typically, ownership of fine art has significant maintenance costs including:

- ◇ Storage
- ◇ Security
- ◇ and Insurance

The goal of MS Token is to make ownership of one of the premier works of fine art self-sustaining and generative for investors creating a new model for fine art ownership.

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## Competitors

The GOOD NEWS for Millennium Fine Art Inc. is:

*There has never been anything this disruptive at the top end of the fine art market.*

While there are several competitors that have offered fractionalized ownership of less valuable artwork, no single gemstone or work of fine art in private hands of comparable value or rarity is currently being offered to the general public. Other fine art securitizations either offer their artwork with lockups and high fees in the traditional securities markets or have otherwise failed to materialize in the blockchain space. No other fine art fund, company, securitization or token thus far has combined the liquidity, lack of upfront fees and art of the same caliber of MA Token's Millennium Sapphire. No other source has successfully offered to the public the opportunity to own a publicly traded security token that represents direct fractionalized ownership in one of the world's most unique works of art.

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## Risks

The variations in prices in the fine art market relates to broader macroeconomic conditions, the popularity of artists at a given time as well as other factors. Security token valuations may also rise and fall according to market forces.

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## Previous & Current Ownership

The Millennium Sapphire was 100% owned by a consortium led by Mr. Daniel McKinney, CEO of MFAI, for 20 years from the date of its acquisition from 1998-2018.

In 2018 Mr. McKinney made a conditional sale of the Millennium Sapphire to a Nasdaq listed company, Yulong Eco-Materials Limited (ticker symbol: YECO). The sale was made on the condition that the Company remain Nasdaq listed. That transaction was unwound in January 2019 and full ownership reverted to Mr. McKinney and the consortium he represents upon YECO's failure to remain Nasdaq listed.

In 2020, Mr. McKinney sold a 4% stake in the Millennium Sapphire to GreenPro Capital Corp (ticker symbol: GRNQ), a Nasdaq listed company. That 4% stake was then sold to MFAI the parent company and sponsor of MS Token and Mr. McKinney sold his remaining 96% interest to MFAI as well. Both the 4% GRNQ stake and the 96% were made in exchange for shares issued in MFAI stock and closed before July 1st, 2020. MFAI since then has owned a 100% undivided interest in the Millennium Sapphire.

MFAI has assigned 100% of its interest in the Millennium Sapphire to its wholly owned subsidiary MS Token LLC as of January 29th, 2021. Through MS Token LLC, MFAI plans to tokenize and offer fractionalized ownership of the Millennium Sapphire to the general public through MS Token security tokens initially through Reg S, Reg D and Reg CF offerings.

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## STO Listing Strategy

MFAI intends to file a Securities and Exchange Commission (SEC) Crowd Funding "Reg CF" registered Securitized Token Offering (STO) of its wholly owned fine art asset the Millennium Sapphire called MS Token.

A STO is a system of securitizing real-world, hard assets and offering it to the public in a SEC regulated digital security that utilizes blockchain technology. It offers a superior way to securitize real assets in comparison to traditional financial offerings given the blockchain's superior ability to offer investors fractionalized ownership of hard assets.

MS Token will be minted via ERC-20 utilizing the Ethereum blockchain. It was created for the tokenization of securitized assets and is effective in the following ways:



1. It removes the complexities of navigating smart contracts. It is built for asset issuance and transfer which is useful in securitizing hard assets such as the Millennium Sapphire.
2. ERC-20 allows message to message to be broadcasting to token holders.
3. ERC-20 allows voting by token holders.
4. ERC-20 allows asset holders to be paid dividends if desired.

MFAI's MS Token is targeting a STO in Q4 of 2021. MS Token will be filling a Regulation CF with the SEC and will trade on compliant digital exchanges. Funds raised through the STO will be used to finance the general business expenses and the development of the business of the Millennium Sapphire.





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# Corporate Social Responsibility

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Millennium Fine Art, Inc. believes in encouraging greater educational awareness of humanities past endeavours and achievements in the science, arts and humanities. We hope to inspire a younger generation to value and appreciate art history and to use art as a means to see through cultural and social divides for the goal of advancing global welfare, peace and understanding. Where possible, we will provide support to charitable causes that support youth education in art.

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# Management Team

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## **Daniel Mckinney – Chairman & Chief Executive Officer**

Daniel Mckinney grew up in Hong Kong where he was a pioneer in the exhibitions business in Asia and founded the Hong Kong Gem & Jewelry Show in 1983. Daniel was a primary gemstone manufacturer and wholesaler, when together with the late Gov. John Connolly of Texas, he founded one of the largest fully integrated jewelry manufacturing companies in the world. In 1998 he bought an 18kg rough sapphire crystal, then led the artistic carving production and named it 'The Millennium Sapphire'. Mr. Mckinney has been the CEO and director of numerous public corporations and successfully founded many companies and ventures worldwide over the last 40 years. He is now a pioneer in the NFTs space and securitized token arena.

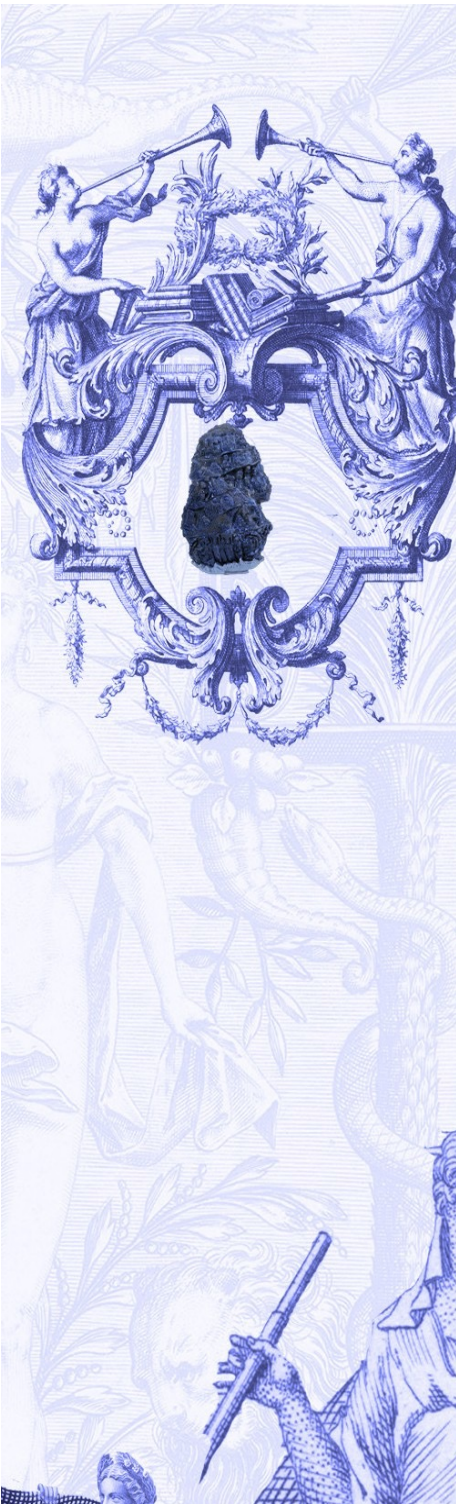
## **Curtis Brooks – President**

Curtis Brooks is an author and internationally recognized speaker. He co-authored SuccessOnomics with Steve Forbes, a book about achieving success through economic competence. He is an expert in investing, financial markets and currency arbitrage. He has built a financial paper business, a construction and rehabilitation company and designed the business model for and funding of a private hedge fund. Curtis, founded several training companies in investing in real estate and in the arbitrage of currencies.

He has also founded businesses in the fields of jewelry and diamonds and was the Director of International Development of one of the largest international vertically integrated fine jewelry companies in the world.

In his early career, Curtis traveled the world buying and selling rare gem and crystal specimens to the world's elite collectors. He sold many such gems to the prominent Museums of the world including the New York Museum of Natural History, The Smithsonian, Royal Museum of Canada, the Museum of London, National d'Histoire Natural –Paris as well as Harvard, University of Texas, and UCLA to name a few.

Curtis started addressing boards of banks and investors at the urging of his mentor "Big" John Connolly, former Governor of Texas. He made a career of conveying to boards a full array of



information or strategic/tactical plans for adapting into the new economic future.

Curtis has residences in Costa Rica and in Tampa, Florida. His studies included Business, International Finance, Psychology, Geology and Gemology successively at New Mexico Military Institute, University of Johannesburg, and the Gemological Institute of America where he received his Graduate Gemologist degree.



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# Disclaimer



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The offering herein will only be available to qualified investors who are “non-U.S. Persons” as defined under regulation S under the Securities Act of 1933<sup>5</sup>, as amended, and are otherwise qualified to invest under the laws of their own jurisdiction. In order to ensure compliance with Regulation S, we may be obligated to take additional steps to verify any participating investor’s status as a “non-U.S. Person.” This white paper is available solely for information purposes and is not intended, nor should be interpreted as, an offer to sell or solicitation of an offer to buy any security. Investors should obtain and carefully review the official private placement memorandum and other documents provided together with the private placement memorandum (collectively, the “Offering Materials”), which will contain additional information about Millennium Fine Art LLC, a Wyoming limited liability company (the “Company”) and the associated risks and expenses of an investment therein. This white paper is not part of the Offering Materials and neither this white paper nor the Offering Materials constitutes an offer to sell or a solicitation of interest to purchase any securities in any country or jurisdiction in which such offer or solicitation is not permitted by law.

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<sup>5</sup> For a definition of “U.S. Person”: <https://www.govinfo.gov/content/pkg/CFR-2012-title17-vol2/pdf/CFR-2012-title17-vol2-sec230-902.pdf>



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#### Cryptocurrency Price Volatility:

The pricing of the non-fungible tokens (NFTs) presented in the financial projections contained within this document are pegged to the price of the ETH cryptocurrency on the Ethereum blockchain. Like all cryptocurrencies, the price of ETH, and therefore the price of the MS Token NFTs are subject to substantial, daily volatility. In the financial forecasts herein contained, the price of ETH was benchmarked to the price of USD\$2,722 that prevailed on May 21st, 2021. This pricing, however, is subject to daily change and may thereby impact projected future investor returns.

Consequently, the Pro Forma financial projections herein contained are merely estimated forecasts of potential future revenues, profits, losses, balance sheet expectations and valuations based on limited and incomplete, presently available information and should in no way be construed as fixed or indicative of any guarantee or promise by MFAI. The future values of cryptocurrency prices are difficult to predict and can change significantly over time.

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