ArtOnes Ltd (the “Company”) is a decentralized art platform designed to enable transparent and seamless interaction between artists, art investors, and art ecosystem participants. The platform will bring new artists to the art community, support financing and trading of all mediums of artwork and consolidate marketing and sales efforts into one unique art-centric platform.

The platform is powered by revolutionary blockchain technology, by bringing together artists, art investors, and peer-to-peer groups, the platform will introduce and promote new artists and their works, as well as support the development of new works by established artists. By overcoming financial and social barriers to investment and patronage in the art economy, the platform will allow a larger, more diverse segment of the population to participate in this robust industry.

Our blockchain technology is tailored for the art industry and will drive an unprecedented value proposition for all participants. The Company’s founders have years of experience in the traditional art industry relevant to the beneficial new capabilities offered to it by blockchain technology – an adaptation of this technology, referred to as the ArtOnes Blockchain Platform (ArtOnes BP), is the Company’s solution for the virtual consolidation of efforts by all art industry participants into one seamless platform. The platform is developed and ready for operational implementation.
Concurrently, the Company will conduct an Initial Coin Offering (ICO) and launch a digital security known as ArtOnes Tokens. The Company intends to raise a total of USD $30 million to fund the launch. The main purpose of the ArtOnes Tokens will be to finance the creation of works of art, provide infrastructure to support the transactional services offered to the art community on the ArtOnes BP and to enable third party buying and selling of art.

The ICO will be conducted between June and July of 2018. Since ArtOnes function as a medium of exchange between participants on the platform, their issuance is designed to facilitate the creation, buying and selling of art.

Historically, the Company has focused on contracting with world-renowned artists, commercial galleries, museums, art collectors, art funds and other participants in the traditional art economy to bring them onto the platform. These traditional pen-paper contracts will be converted to Smart Contracts and incorporated into the platform during the pre-sale period of the ICO. By converting the essential elements of a pen-paper contract into code that self-executes on the blockchain, the use of Smart Contracts on the ArtOnes BP will allow for less costly and harmonious participation of artists, art investors and art buyers in this growing global market.

The ArtOnes BP enables artists, art investors and art financiers to interact and conduct seamless and transparent transactions. Its users may utilize the ArtOnes BP for a wide variety of purposes including publication, education, social media dialogue, and as a bridge between the for-profit art industry and philanthropic gestures. Specifically, the platform provides:

- **Transparent, Authentic real time interaction** between artists, art collectors and all classes of participants in the art economy.

- **Enables peer-to-peer groups** to collectively own, trade and finance art, including fractional ownership.

- **Consolidates marketing and sales** efforts into one unique art-centric platform.

- **Provenance, tracking, transparency and security** within the art economy. Blockchain provides a unique, reliable and verifiable tamper-proof system for certification and authentication of art ownership.
ART HISTORY

Art has been a safe and secure investment providing an annualized return of over 12% per annum since 1950. These benefits have only been available to a few who have the knowledge, interest and financial resources to participate. There are many obstacles to investment in the art world which have not been overcome, largely due to the disparate nature of the industry. Young artists may have difficulty entering the industry despite their skills and abilities. Artists with a recognized cache may also find it difficult to find an audience for their new works. Traditionally, art investors have had no means of globally connecting with these artists other than by conventional methods. The digital age opened up doors to the art industry that have heretofore been unavailable; the ArtOnes BP, using blockchain technology, will facilitate a new era in art work creation, exposure and delivery to the market.

Current Trends in Industry:
Over the past 15 years, the art market has entered a new era. It has undergone radical transformations. Among these is the unprecedented globalization of the art market’s players, as well as a new market’s geography, initiated by the rapid rise of China. The emergence of new fortunes worldwide (in particular: Asia, India, Latin America, and the Gulf countries) is significant, and with this has emerged an expansion of the market for modern and contemporary art. Recently, we have witnessed multi-million auction record prices for masterpieces.

Current Issues in the art world:

1. **Provenance** – Poorly maintained historical art records increase the dependency on 3rd party service providers to establish the correct chain of ownership. The true potential can be unlocked with transparency and accuracy of information. The ArtOnes BP will facilitate these chains of ownership.

2. **Art & Artist Funding** – The art economy is primarily funded centrally via museums and art galleries. This model is biased towards renowned artists, limiting the expansion of the art economy. New financing and monetization models are needed to create sustainable value growth for artists and the art economy. The ArtOnes BP is specifically designed to link artists with art investors.

3. **Art Ownership** – Art as an asset class has been dominated by the wealthy minority. The traditional ownership models in art compared to music and books have been centralized, restricting wider audiences from participating in the ownership or investment of art. The ArtOnes BP will expose artists to buyers, thus expanding the size of the art market globally.

**ArtOnes Blockchain Platform Solution: (the ArtOnes BP)**

ArtOnes **Smart Contracts will govern** ownership and payment transactions that will be recorded on the blockchain, hence providing provenance. These records will capture events such as creation, edition, restoration, storage, exhibitions etc.

ArtOnes **Smart Contracts will allow** management of fractional ownership, reduce the barriers to entry and simultaneously expand and decentralize the source of funding.

ArtOnes **Smart Contracts will facilitate** the expansion of the circles of influence around the art economy. This will lead to new methods and models of art ownership.
VALUE PROPOSITION FOR
ArtOnes PARTICIPANTS IN THE ART ECONOMY

While our investment in a decentralized online gallery is paramount, we continue our work as a funder in the visual arts where we maintain the highest standards of excellence. ArtOnes Tokens are backed up by art produced through commissioning world renowned artists. Currently, ArtOnes has commissioned two artists out of New York to produce original silkscreen prints. The editions produced by these two artists represent tangible assets that will be marketed commencing June 2018. The potential profit from the complete series of prints is estimated to exceed 150%.

Investors

• Use ArtOnes Tokens or Ether to purchase art at wholesale.
• Profit sharing on income distribution by purchasing ArtOnes Tokens in Smart Contracts posted on the ArtOnes platform.
• Lend on a peer-to-peer basis to fund the purchase of art by Art Collectors or Galleries.
• The Company will buy-back ArtOnes Tokens on an annual basis at predetermined prices.
Artists
• Artists create works of art or describe their concept and upload their profile/pictures/videos to the “Public” Gallery.
• Interested Buyers enter into an ArtOnes Smart Contract to purchase the works of art using ArtOnes Tokens or Ether.
• Ownership rights are protected by an immutable record on the blockchain, and Smart Contracts are used to automatically enforce compensation under those rights whenever pieces are sold to subsequent buyer(s).
• Artists receiving ArtOnes Tokens or Ether through this process exchange them for fiat money in their desired national currency.

Art Collectors
• Will purchase the ArtOnes Tokens at a discount during the ICO pre-sale or at par during the ICO.
• Can freely acquire ArtOnes Tokens on the open market at fair market value after the ICO.
• Acquired ArtOnes Tokens can be used to purchase works of art through the platform.
• Acquired works of art can be sold for tokens through the platform.

Art Galleries
• Secure customers utilizing the platform.
• Catalogue, authenticate and verify inventory.
• Content aggregation for art galleries in a cost-effective manner.
• Peer-to-peer network to identify, promote and market new art.
• Ability to acquire business financing through the platform.
ArtOnes VIRTUAL GALLERIES

VIRTUAL PUBLIC GALLERY
- Is a place where any participants can freely upload their works of art or concepts to be funded or sold.
- No additional transaction fees will be levied.

PEOPLE’S CHOICE GALLERY
- This gallery showcases the top 100 works of art which are close to attaining their funding requirement.
- A transaction based model where the artists or their representatives can get funded, with an additional 4% fee levied at the time of sale.

CURATED GALLERY
- A transaction based model where the artists or their representatives can get curated with an additional 6% fee levied at the time of sale.
TRANSACTIONAL SERVICES
The ArtOnes BP enables entrepreneurs to co-publish by funding artists of their choice to produce artwork for their own collections or for these funders to sell through the platform.

THE ArtOnes NETWORK™
The ArtOnes Network brings together everything that epitomizes the essence of the Company. As a medium to facilitate the growth of the art network and enable artists, financiers of artists and investors in art into a symbiotic environment that will holistically generate the new dawning of the art industry. To date the allure of art has been captured largely by the elite; however the company envisions a world where art becomes available to a much larger audience of participants. As such, the ArtOnes platform is an open network available to any willing participant.

ONLINE CONTENT CREATION
A social media e-commerce platform which includes a video component that will provide comprehensive interactive content for media firms, mainstream news agencies and online media firms. It will both produce content and enable the uploading of video libraries to be made available on a video-on-demand basis to subscribers; this activity will support our advertising revenue base.

CONSULTING + ADVISORY SERVICES
Provide consulting and advisory services for assisting clients in art acquisitions and investment strategies.

ART FINANCING
ArtOnes Smart Contracts can be used to provide an art lease financing program to all participants in the network as an efficient means to finance the purchase of art.
ArtOnes TOKEN SALE: THE OFFERING

The Company intends to conduct an Initial Coin Offering using its ArtOnes Tokens. The offering will raise up to USD $30,000,000. There will be pre-sale discounts offered to investors who subscribe before the initiation of the selling period. It is contemplated that the offering will commence on June 15, 2018 and close on June 30, 2018. The Company will take and accept subscription receipts during the offering period and upon closure will issue the ArtOnes Tokens to the subscribing parties.

THE TERM SHEET FOR THE ICO OFFERING IS SUMMARIZED BELOW:

<table>
<thead>
<tr>
<th>ICO Offering</th>
<th></th>
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<tbody>
<tr>
<td>• ArtOnes Tokens</td>
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<table>
<thead>
<tr>
<th>Price per Token</th>
<th></th>
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<tbody>
<tr>
<td>• USD $1</td>
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</table>

<table>
<thead>
<tr>
<th>Minimum Subscription</th>
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</tr>
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<tbody>
<tr>
<td>• 1 Token</td>
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<table>
<thead>
<tr>
<th>Offering Size</th>
<th></th>
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</thead>
<tbody>
<tr>
<td>• USD $30,000,000</td>
<td></td>
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</table>

<table>
<thead>
<tr>
<th>Offering Period</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>• June 15, 2018 to Sept 30, 2018</td>
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</table>

USE OF PROCEEDS

<table>
<thead>
<tr>
<th>Description</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>a) Commission, creation of works of art and/or Purchase</td>
<td>60%</td>
</tr>
<tr>
<td>b) Marketing costs</td>
<td>10%</td>
</tr>
<tr>
<td>c) Technical maintenance and support</td>
<td>10%</td>
</tr>
<tr>
<td>d) Working capital</td>
<td>20%</td>
</tr>
</tbody>
</table>
Roadmap

Q3 2018 (July 2018)
- Launch ArtOnes ICO Website
- Launch 1-2 Smart Contracts for Limited Editions of Paula Scher/John Newsom
- Beta Launch

Q1 2019 (March 2019)
- Inventory Management Software

Q4 2018 (Sept 2018)
- Chat + Social Media Functionality
- Art Exchange Capabilities
- Art Financing Capabilities
- Launch

Q2 2019 (June 2019)
- Artist Royalty Management Software
### Historical Profile & Timeline

<table>
<thead>
<tr>
<th>Year</th>
<th>Events</th>
</tr>
</thead>
<tbody>
<tr>
<td>2005</td>
<td>Commissioned Sir Peter Blake, Michael Sandle, Frederick Brown to each produce six different editions of original Prints.</td>
</tr>
<tr>
<td>2007 - 2016</td>
<td>Major artwork donations to Museums.</td>
</tr>
<tr>
<td>2016</td>
<td>Blockchain Platform Development</td>
</tr>
<tr>
<td>2018</td>
<td>Established a related US Art Fund to commission artists including Paula Scher and John Newsome. The fund invests in all art mediums including Limited Editions prints and paintings. The art fund will invest in the ArtOnes Tokens.</td>
</tr>
</tbody>
</table>
Team Members

Frans Wynans - CEO + Founder
Frans Wynans is the founder, Chief Executive Officer and a Director of ArtOnes Ltd. Mr. Wynans is responsible for the corporate direction and has built the Company from concept to implementation and execution using the ArtOnes BP. Mr. Wynans has over 35 years of experience in the art business, as an art dealer, gallery owner and publisher. As consultant and advisor in the international corporate art market, he has undertaken numerous assignments as an art consultant to major Canadian and U.S. corporations, most of them focused on creating corporate art banks. Mr. Wynans began his association with the art world, as the director of the Burnaby Art Gallery. Combining his interest in art with his background in finance and marketing, he incorporated Artcore Consulting Limited, whose mission was to identify unique and viable markets for fine art. In 1980, Mr. Wynans opened a gallery in Vancouver that targeted large commercial enterprises as buyers of art. The gallery proved instrumental in enabling him to identify artists throughout North America who consigned their works. Among the artists exhibited at his gallery were Milton Avery, Mark Boyle, Terry Frost, Roy Deforest, Terry Setch, William Featherston, Mel Ramos and Nancy Spero. In 1983, Mr. Wynans entered the art publishing business by commissioning Andy Warhol to produce a series of paintings and limited edition prints of hockey legend Wayne Gretzky. Andy Warhol created six unique paintings and 300 limited edition prints for this project. Other similar publishing projects have included the creation of limited edition prints by Canadian artist Jack Shadbolt, American artists Roy Deforest, Frederick J. Brown, Leon Golub, Philip Pearlstein, Malcolm Morley and Donald Sultan, and British artists Sir Peter Blake and Michael Sandle.

Yulia Nesterchuk, MBA - VP Corporate Development
After earning a master’s degree in business administration, Yulia spent nine years working in the software industry as well as over eight years in marketing, advertising and digital media. In 2010 she co-founded a successful in-game advertising network which partnered with the world’s most recognized brands such as McDonald’s, Red Bull, Disney, and Esso. She has been in the art industry in excess of two years managing art publishing projects and social media E-Commerce platform development for art professionals. Creative and always striving to bring innovation to her work, her responsibilities include overseeing the overall direction of Company development, marketing, organization and strategic planning of the business activities and managing day-to-day operations.
Jeffrey Spalding, C.M., RCA - VP Marketing
Jeffrey is a well known Canadian artist, writer and curator. His art is chronicled in historical survey texts, exhibited and collected by Canada’s principal art museums. In the 1970s his pioneering video art was featured in a solo exhibition organized by the Art Gallery of Ontario and in an international touring exhibition circulated by the Tate. Jeffrey has served as a professor of art at Florida State University; York University, Toronto; Alberta’s University of Lethbridge and The Banff Centre. He was also a Director at major art museums, including Glenbow Museum, Calgary; University of Lethbridge, Alberta; Art Gallery of Nova Scotia, Halifax; Appleton Museum of Art, Florida. Most recently he was the Chief Curator of the Beaverbrook Art Gallery in Fredericton, New Brunswick. Spalding was elected President at the Royal Canadian Academy of Arts 2007-2010. Jeffrey is a recipient of the Alberta College of Art and Design Board of Governors Award of Excellence (1992), and was awarded the Order of Canada (2007).

Michael Couper, B.A., M.B.A. - VP of Finance
Michael Couper is a senior executive whose career has spanned 20 years of leading strategy, M&A, operations, advertising, programming, business development, and finance teams in delivering optimal results by managing cross-functional teams, developing innovative opportunities, structuring acquisitions and negotiating new partnerships at major TV and film studios such as Sony, Disney, NBCUniversal and Miramax. Most recently Michael led BigTopWorks, LLC as CEO to spearhead the operations, strategy, fundraising and finance for the traveling theatrical production of the iconic BIG APPLE CIRCUS. Michael has been involved in a number of financings, and has extensive experience in corporate structuring, due diligence, and M&A for both private and public companies. Most notably, he was a key member of the negotiations and the subsequent corporate restructuring and integration Sony Corp’s multibillion dollar acquisition of MGM.

Gary Bizzo, CBC - VP Investor Relations
Gary was on the list of the Top 200 Philanthropists & Social Influencers in the World for 2017. He helped change Canadian Law through Bill C-470 that made charities more transparent. He is a sought after speaker, respected author and business writer for national and international magazines. His book “How to Start a Successful Business – The First Time!” was nominated for the International 2014 Small Business Book Awards. He was a national finalist in the 2014 Business Development Bank of Canada Mentorship Award. He has mentored over 1000 business leaders, investors and entrepreneurs. As a Brand Influencer he has worked for many corporations including Microsoft, PayPal and 3M. In 2017, Forbes Magazine said he was #9 on the List of the Top 25 Business Accounts on Twitter where he has several hundred thousand followers along with LinkedIn and Facebook.
Jay Hayden - Legal Consultant
Jay Hayden is called to the Bars of Ontario, Alberta and British Columbia. He is registered as a foreign lawyer in Singapore, Hong Kong and the United Kingdom. Mr. Hayden has global experience in key international financial markets, and acts for several public and private companies, foreign investors in Canada and Canadian companies investing abroad. Mr. Hayden’s global and local contacts in the business and finance communities, his recent mandates in commercial matters and international arbitration and entrepreneurial spirit, serve the Company well as it broadens its international affiliations.

Jas Hayre, CPA, CA - Strategic Consultant
Jas Hayre is a Partner with MNP’s International Tax Group in Vancouver. With more than 20 years of experience in public and private practice advising clients on cross-border tax issues, Mr. Hayre provides his clients with beneficial strategies to support their business objectives so they can compete more effectively in the global market. Jas advises clients ranging from owner-managed private corporations to Fortune 100 companies. He works with clients in a variety of industries, including mining, real estate, technology, manufacturing and private equity. Jas has held leadership and advisory roles across a spectrum of company sizes and stages, from private to publicly held companies inclusive. As well, he delivers tax advice on effective supply chain management, international financing and international intellectual property holding structures to enable global tax rationalization.

Vikram Mordani - Business, Technology + Operations Development
Vikram built his first company in Cardiovascular Biotechnology and Medical Robotics, which recently has won a Red Dot Design award. He sold this company to Philips, Netherlands in 2008. The product for this company was built with Hospital waste and was the first of its kind worldwide. Soon after he built and nurtured two new companies. One of them is the first Big Data Legal Company which has the largest legal data analytics in India; this is another first in its sector worldwide. Legal Data is now a matured product and the company’s value has grown 33 times and its solutions are used by top Banks and top 100 Indian companies for analysis in loans and backgrounds. Academically he has a B.E (computers)(India), MBA (Germany, France, Italy, Spain, UK).
Chaitanya Amin - Chief Technology Architect
Chaitanya has won numerous awards and prizes internationally in the field of Blockchain, Artificial Intelligence and IOT (Internet of Things) from companies like Ford, Intel, IBM, Kotak Bank, Cobiscorp & Nasscom. He had worked on public key, private key infrastructure to manage licenses for Parametric Corp., a US MNC, and has over a decade of experience in the field of finance. He is a uniquely positioned between Blockchain, finance, artificial intelligence and security. He functions in research, execution and technical detailing. Currently he is working on combining the world of Finance and Technology to create a next generation P2P Lending platform on the Blockchain using AI and IoT. Chaitanya has an MBA in finance from Boston University, A MS in Computer Science from North-eastern University and BE from Pune University.

Sunil Varhadkar - Technology Marketing + Utilization
E Digital transformation and Innovation evangelist, Sunil is an experienced growth leader with 20 years successful track record of setting-up digital businesses in emerging markets across Digital Advertising, SME Services, eCommerce & Payments. In his previous role at Visa APAC Innovation & Strategic Partnerships team, Sunil led Innovation, Strategic Partnerships & Venture Program across India & South Asia region. In intrapreneurial capacity, Sunil has held a variety of general management, strategic development and operating roles at Visa, Microsoft, Yahoo, eBay, HDFC Bank & Shoppers’ Stop Retail. Academically he has a Bachelor of Science, Diploma in Design and an MBA. He is a Mentor at Microsoft Accelerator, GenNext Accelerator and TLabs. Sunil serves as an Advisor/ Investor with startups in Education and Travel verticals. Now as a Co-founder at Sicherheit Ventures he is focussed on building the next generation financial solutions with Distributed Ledger and Artificial Intelligence Technology.

Patanjali Amin - Technology Advisor
Patanjali has been managing and advising clients on matters related to finance since the last 15 years. Being a proprietary business he has hands on experience in business development, product management, operations and accounts. Patanjali graduated from Mumbai with a Bachelor of Commerce and later cleared Inter C.A. before starting his proprietary venture. He is an investment advisor to 250 clients and works closely with Jain Investments which manages assets of $200 Million. He is well networked and brings a lot of value in organization, strategic thinking and in-depth knowledge of current systems of Finance.