

PROUDLY PRESENTS

THE NEW ERA OF
PRIVATE MARKETS

TRANSFORMING PRIVATE CAPITAL MARKETS
AND SECONDARIES TRADING



[Link to Series A Preferred Offering](#)

Shaping the Capital Markets of the Future

Building Mission Critical Infrastructure for Private Markets

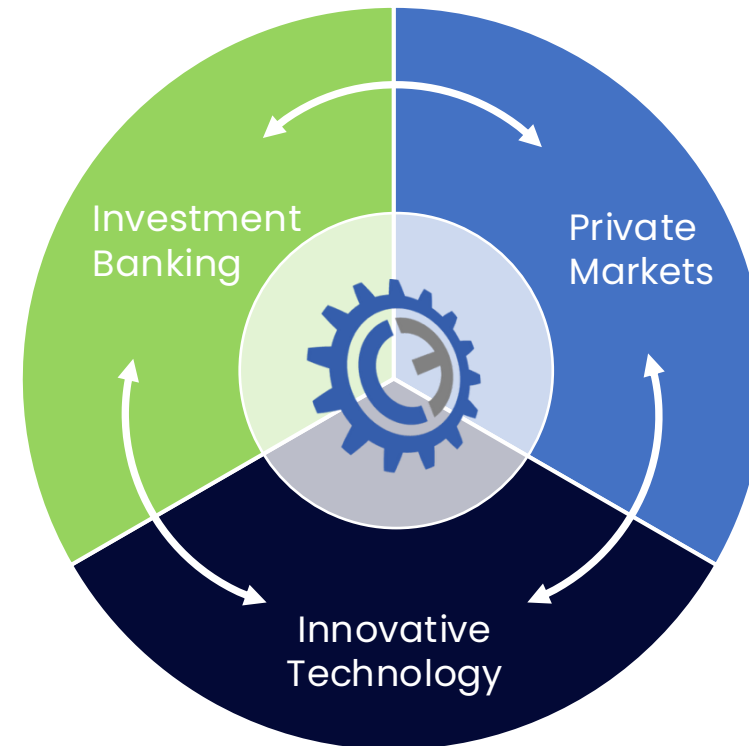
Capital Engine® Key Components

Capital Engine® is a global fintech firm that operates at the intersection of **private markets**, **investment banking**, and **tech-driven innovation**.

The firm leverages its proprietary technology to offer a comprehensive suite of services:

- network of **retail-focused investment platforms**
- **an enterprise advisory arm**, and
- **investment banking operations** through acquisition of Mallory Capital Group, a registered broker-dealer and member of SEC and FINRA.

We are transforming Private Markets and Secondaries Trading Infrastructure



Private Securities Markets Lack the Infrastructure of Public Markets*

Illiquid, Inaccessible and Inefficient



Investor Access

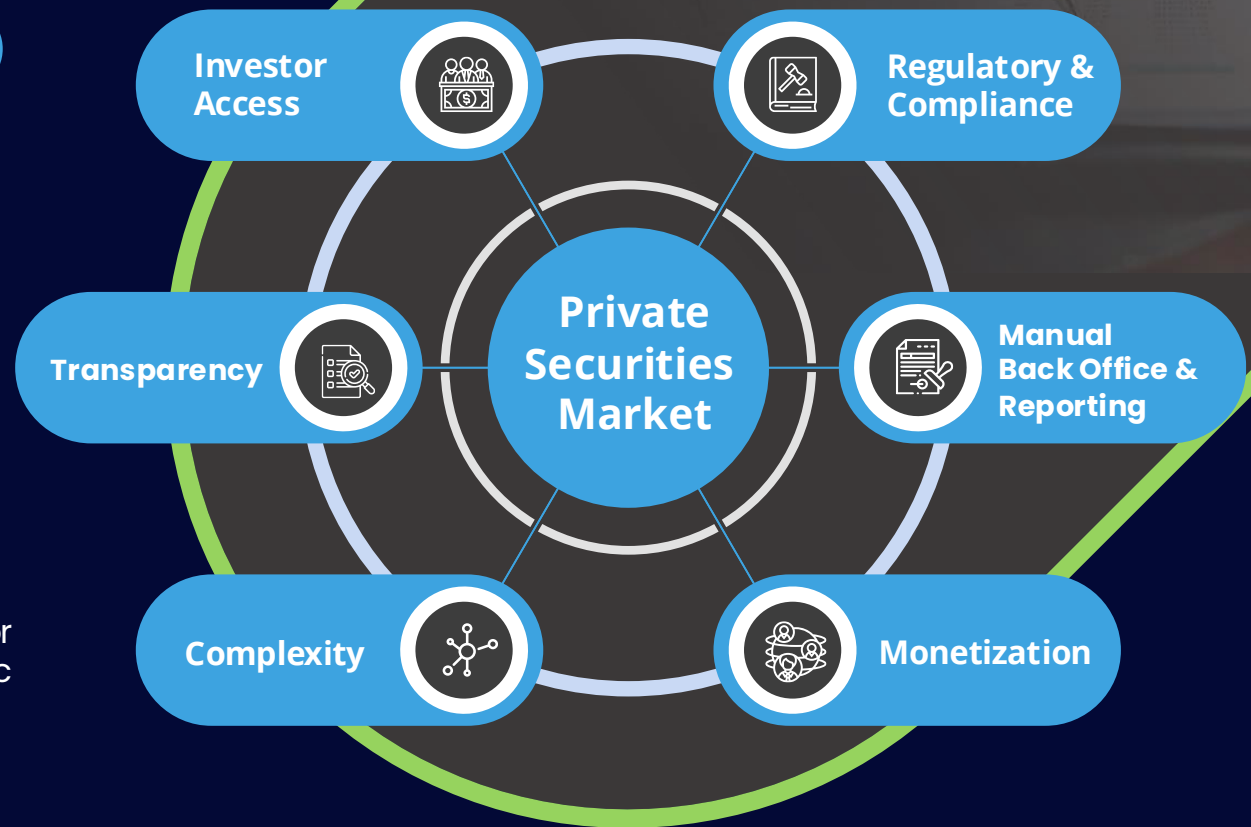


Limited Liquidity



Transparency

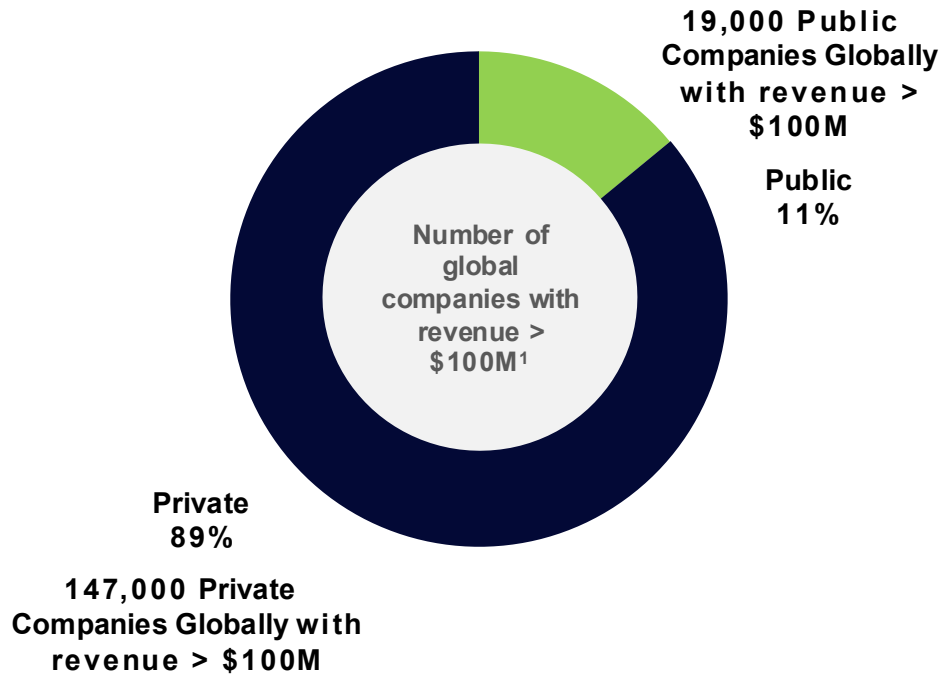
* There is no established secondaries trading platform for exempt private securities market to match the public market infrastructure of the NYSE or Nasdaq



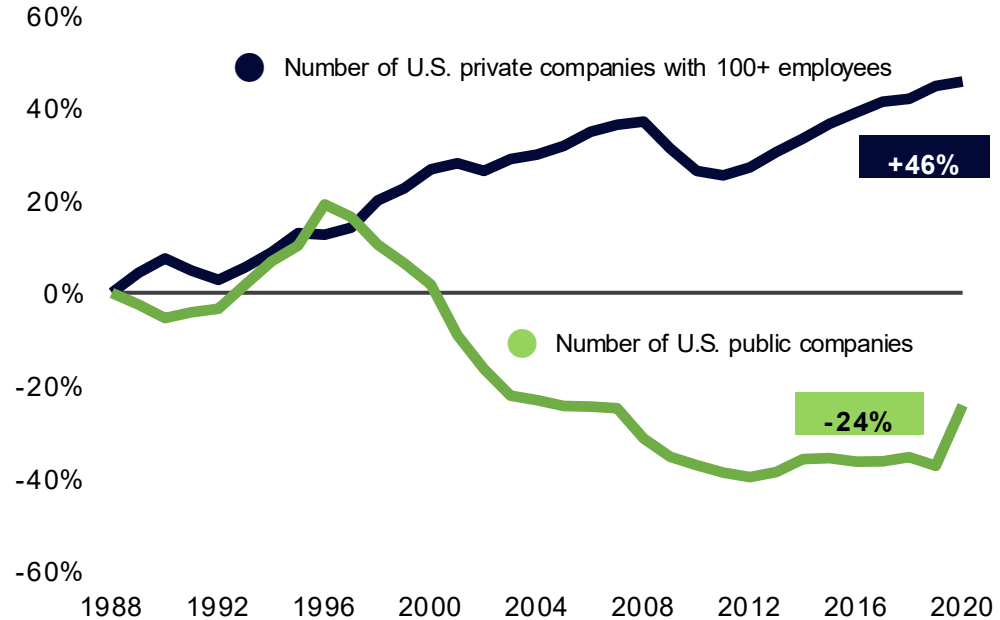
Why It's More Important than ever to Invest in Private Markets

Public markets are shrinking, while private markets represent a large and growing opportunity set.

A broader opportunity set



The rise in private markets



1 Source: Capital IQ, BlackRock as of 12/31/23. Represents the number of companies with annual revenues greater than \$100 million. 2 Source: U.S. Census Bureau – Statistics of U.S. Businesses, The World Bank World Federation of Exchanges database as of December 2023. Represents the latest data available through 2020. Past performance is no guarantee of future performance..

Rise of the Retail Investor

The Next Big Shift in Financial Services

Private markets are no longer the exclusive domain of institutional investors. A seismic shift is underway, with retail investors demanding access to alternative assets like private equity, venture capital, real estate, and private credit.

- ✔ 70% of high-net-worth individuals are open to investing in private markets with the right access
- ✔ New fund structures, like interval and evergreen funds, are unlocking participation
- ✔ General Partners (GPs) face operational hurdles in onboarding, managing, and reporting for retail investors at scale
- ✔ President Trump recently signed an executive order democratizing access to alternative assets in 401(k)s

The financial services industry is not yet fully equipped to support this transition, creating a multi-trillion-dollar gap in investment infrastructure.



Capital Engine® Technology Powering Private Market Access

We Solve the Biggest Barriers to Retail Private Investing

- ✓ Retail investors control \$10T+ in assets and are shifting allocations toward private markets
- ✓ Regulatory changes (Reg CF, Reg A+, etc.) are expanding access to alternative investments
- ✓ Traditional infrastructure is outdated, creating a need for seamless digital solutions
- ✓ Capital Engine® is the technology bridge enabling this transformation.

We are actively partnering with brokers, wealth platforms, and financial institutions globally to democratize access, drive liquidity, and scale private market investing.

Comparable M&A Activity and Exit Validation

- ✓ Morgan Stanley acquired EquityZen
- ✓ Schwab acquired Forge Global for \$660M
- ✓ Goldman acquired Industry Ventures for up to \$965M

Capital Engine®
Powering Online Capital Markets

BROKER DEALER HOW IT WORKS MARKETPLACE REQUEST A DEMO

Technology Shaping the Capital Markets of the Future

Capital Engine® provides forward-thinking organizations with efficient, scalable private market and investor management solutions, for both traditional and digital assets

REQUEST A DEMO



Case Study: AccretivUSA

Reg A+ Solution

Client Objective:

Client: AccretivUSA, a white label solution for Regulation A+

Goal: Build a high-scale, streamlined fundraising platform to onboard both accredited and non-accredited investors efficiently.

Solution: white-label, cloud-based private capital raising and investor management solution tailored for AccretivUSA.

Core Features & Capabilities:

- ✔ **Full Lifecycle Support:** investor onboarding and management
- ✔ **Regulatory Compliance:** built-in compliance tailored for Reg A+
- ✔ **User Experience:** investor-friendly interface and payment flow
- ✔ **Scalable Architecture:** supports future growth / volume

Value Proposition:

- ✔ **Accelerated Fundraising:** speeds up Reg A+ capital formation
- ✔ **Operational Efficiency:** eliminates manual compliance processes
- ✔ **Broader Investor Reach:** both accredited & retail investors
- ✔ **Future-Ready Infrastructure:** adaptability & long-term scalability

Revenue Model: monthly SaaS fee plus 1% transaction fee



Accretiv

Case Study: RegimentXpress Broker Dealer Solution

Client Objective:

Client: Regiment Securities, a FINRA registered broker dealer specializing in alternative investments, serving lower and middle-market enterprises, founder-led businesses, and family offices

Goal: create an advanced broker-dealer platform Regiment Xpress, to seamlessly connect issuers and fund managers with investors via a modern digital brokerage marketplace.

Solution: white-labeled, cloud-based broker dealer solution tailored for Regiment Securities operational and regulatory compliance needs.

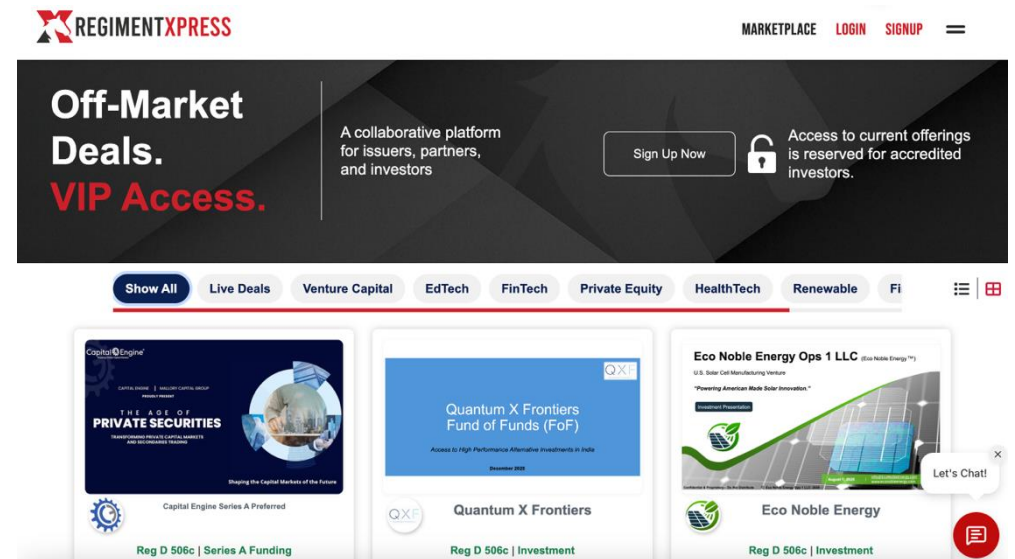
Core Features & Capabilities:

- ✔ **Marketplace Interface:** enabling real-time investing
- ✔ **End-to-End Workflow:** investor onboarding and management
- ✔ **Compliance & Licensing:** built-in FINRA and SEC compliance tools
- ✔ **Scalable Architecture:** supporting future growth and volume

Value Proposition:


- ✔ **Accelerated Deal Execution:** digitizing capital formation
- ✔ **Operational Efficiency:** Eliminates manual compliance processes
- ✔ **Improved Investor Experience:** intuitive user journeys
- ✔ **Future-Ready Infrastructure:** Adaptability & long-term scalability

Revenue Model: monthly SaaS fee plus transaction fee or revenue share



Business Model

Our Growth Strategy has the Revenue Streams to get us to our \$100 Million Revenue Target



Private Label Solutions

Example:

OrbVest
CRE Income Fund

SaaS & B2C
Transactional Fees



Strategic Partnerships

Example:

Angel Investor Network
Easy Properties
Raffles Capital

Revenue Share 50 / 50



International Expansion

Example:

Altvest Wealth
Capital Engine
Securities
Registered FSP
Africa Markets




Vertical Marketplace

Example:

CE Marketplace
USA REIT Markets

Asset Management &
Transactional Fees



Investment Bank

Example:

Mallory Capital
\$10 Billion transactions

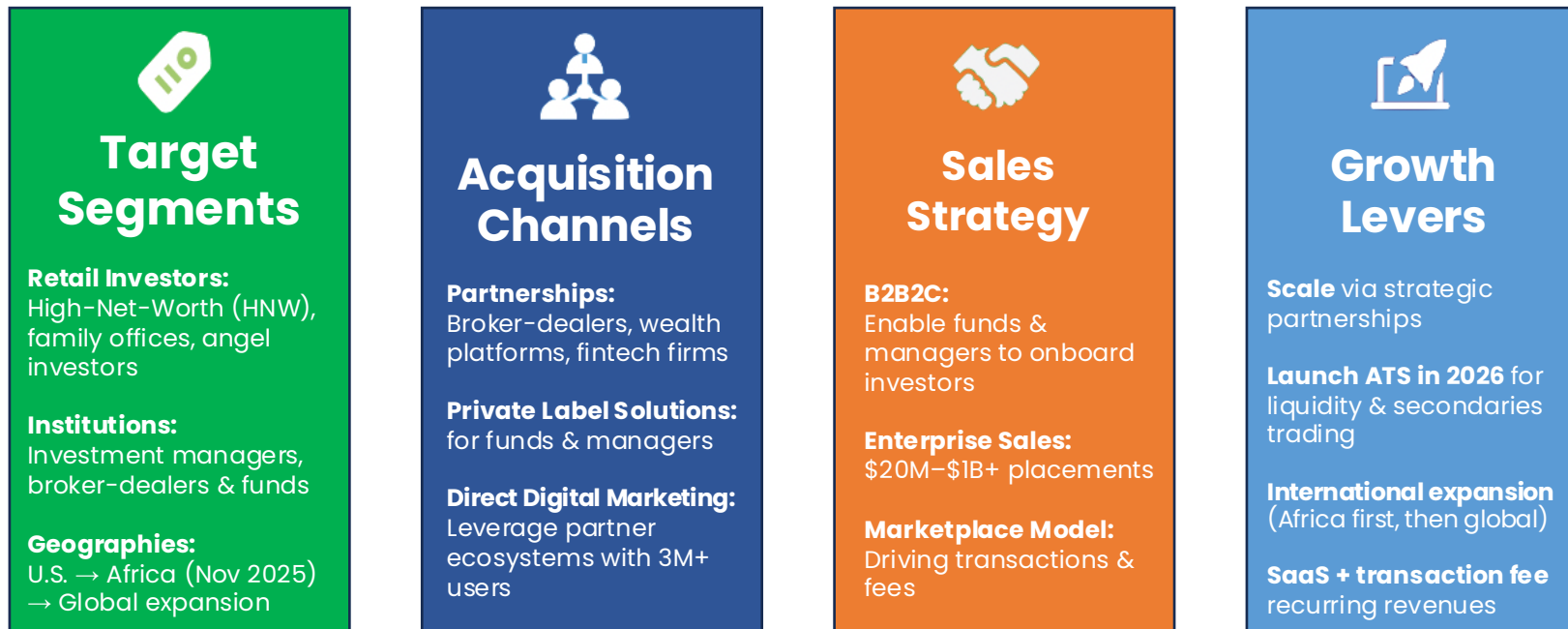
Transactional Fees &
Warrants

1. A fully integrated, white-label platform connecting retail investors to vetted private market deals.
2. Strategic Partnerships with investment managers, broker dealers, family offices, social impact (ESG), and real estate funds to manage their investor communities using our technology
3. Global fintech company and strategic partnerships
4. Our online trading platforms connect potential investors with private company shareholders and enables them to efficiently facilitate private share transactions in the Reg D, Reg CF and Reg A space including real estate, venture capital, healthcare, renewable energy, social impact and digital assets to name a few.
5. investment bank and private placement, focusing on larger capital raises from institutional sources, typically \$20 million to over \$1 billion, for investment managers and private placements.

Go-to-Market Strategy

Target Segments, Acquisition Channels, Sales, and Growth

Multi-tiered Business Model, Revenue Streams and Growth Strategy



Notes to GTM: Capital Engine® is a global fintech platform transforming how private market investments are raised, managed, and traded. We connect retail and institutional investors with high-quality private market opportunities through white-labeled solutions, strategic partnerships, and our own transaction-driven marketplaces. The Series A is structured to accommodate both accredited retail investors and one or more institutional or family office anchor investors. With a focus on compliance, scalability, and liquidity including the launch of our Automatic Trading System (ATS) in 2026 we are positioned to expand from the U.S. into Africa and beyond, delivering SaaS and transaction-based recurring revenues.

Competitive Analysis

Capital Engine® vs. Market Alternatives

Platform	Core Focus	Key Strengths	Gaps vs. Capital Engine
Capital Engine®	Primary + secondary markets, investment bank, advisory & BD services	End-to-end capital raising stack, white-labeled SaaS, retail & institutional reach, & regulatory execution	Brand scale vs. legacy secondaries, Reg A+, BD solution, & ATS in rollout
Forge Global	Venture secondaries, market data	Deep liquidity pool; indices; institutional network	No white-label; limited primary issuance/advisory
Hiive	Venture secondary order book	Transparent pricing; Hiive50 index	Primarily venture-focused; no issuer advisory/white-label
EquityZen	Curated venture secondaries	Consumer brand; steady deal flow	Not a tech stack for issuers; limited structuring support
Destiny Tech100	Public fund of private tech	Retail exposure via one ticket	Not an execution venue for issuers
Augment	FINRA-registered private stock marketplace	Low minimums; streamlined UX	Narrower product scope; no enterprise advisory
Juniper Square	Fund admin + LP portals	Best-in-class reporting & admin	Not a BD; no liquidity platform
Nasdaq Private Market	Company-led liquidity programs	Scale; tender offers & auctions	No retail white-label marketplace; less primary focus
Carta	Cap table + tenders/auctions	Deep equity mgmt penetration	No open marketplace; limited secondary scope

Capital Engine® is a global financial firm and investment bank delivering an integrated platform for primary issuance, secondary trading with an ATS planned for 2026, enterprise advisory, and broker-dealer services. Unlike single-purpose secondary platforms or back-office software, Capital Engine® offers a full-stack, white-label solution for issuers, funds, and financial intermediaries.



**LEADERSHIP
& EXPERIENCE**



Corporate Counsel

Company and Securities Team

We have assembled a strong management team and board of advisors comprising seasoned executives in global financial services, venture capital, commercial real estate, alternative investments, fintech, blockchain, marketing and digital securities.

Conrad Weymann
Chairman

Bryan Smith
CEO

Erik Cooper
CRO

Brian Chamberlain
Head Capital Markets

Prakash Parwani
Head Software Engineer

Marty Jensen
Business Advisor

Anthony Stonefield
Business Advisor

UK / Europe

Andrew Schriber
Partner

South Africa

William Mzimba
Partner

Will Green
Partner

Mallory Capital Group*

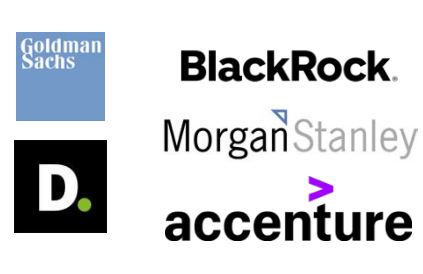
Mike Ireland
Director

Bryan Smith
Director

Laura Pamatian
RR / COO USA REIT

Brian Chamberlain
RR / Capital Markets

Kyle Meyer
RR / CRO USA REIT



* Capital Engine has received regulatory approval to acquire Mallory Capital Group, a FINRA registered broker dealer

Capital Engine® Revenue Projections

Primary / Secondaries Market

Primary Market Revenue – Marketplace and Broker Dealer (Private Placements)

	Deals 2026	Commission %	Revenue	Deal Pipeline 2027+	Annual Revenue
Regulation D	\$30,000,000	4%	\$1,200,000	\$60,000,000	\$2,400,000
Regulation A	\$20,000,000	3%	\$600,000	\$50,000,000	\$1,500,000
Broker Dealer	\$50,000,000	2.5%	\$1,250,000	\$200,000,000	\$5,000,000
Total Revenue			\$3,050,000		\$8,900,000

Secondaries Market and Private Label Revenue

	Revenue / Issuance	Issuances 2026	Revenue	Pipeline 2027+	Annual Revenue
Listings Fees	\$20,000	10	\$200,000	60	\$1,200,000
Commission (SM)	2.5%		\$125,000		\$1,250,000
Private Label	Recurring Fees	\$40,000 / MRR	\$480,000	\$80,000 / MRR	\$960,000
Total Revenue			\$805,000		\$3,410,000

* Capital Engine is actively raising \$250M for clients, with a \$650M+ deal pipeline on our investment marketplace and private placement platform

Why Invest Now?

Series A: Raising up to \$5M

- ✓ Series Seed: **\$1 million** closed Jan 2025
- ✓ Funded acquisition of broker-dealer Mallory Capital Group
- ✓ Funded development of Capital Engine's investment marketplace and software solutions
- ✓ Currently raising **\$250 million** for clients
- ✓ Deal pipeline of over **\$650 million**
- ✓ Min. Investment: **\$24,000**
- ✓ Share price: **\$6 / share**
- ✓ Post-money valuation: **\$34 million**

Uses of Capital

- ✓ Accelerate & scale revenue growth: **\$2.5 million**
- ✓ Develop strategic partnerships: **\$750,000**
- ✓ Expand broker-dealer sales & marketing staff, & onboard key management: **\$1 million**
- ✓ Alternative Trading System (ATS): **\$750,000**

Investment Structure / Incentives

Investment Tier	Commitment Amount	Discount	Share Price	% of \$5M Round
Minimum	\$24,000 - \$49,999	0%	\$6.00	< 1%
Tier 1	\$50,000 - \$99,999	5.0%	\$5.70	1% - 1.9%
Tier 2	\$100,000 - \$249,999	7.5%	\$5.55	2% - 4.9%
Tier 3 (Key)	\$250,000 - \$499,999	12.5%	\$5.25	5% - 9.9%
Anchor	\$500,000+	20.0%	\$4.80	10%+


- Discounts are designed to incentivize larger commitments while preserving the \$6.00 headline valuation
- investors (\$500k+) may receive enhanced information rights or observer-level access
- Structure mirrors traditional private placement and breakpoint logic
- Discounted share prices apply only to Series A commitments and do not reflect future round pricing

See visionary analyst Michael Markowski's [recommendations](#) on Capital Engine®

[Link to Series A Preferred Offering](#)


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[Link to Series A Preferred Offering](#)

 WATCH VIDEO



Technology Shaping the Capital
Markets of the Future