



PROUDLY PRESENTS

THE NEW ERA OF **PRIVATE MARKETS**

TRANSFORMING PRIVATE CAPITAL MARKETS
AND SECONDARIES TRADING

Bryan Smith (CEO)

Shaping the Capital Markets of the Future



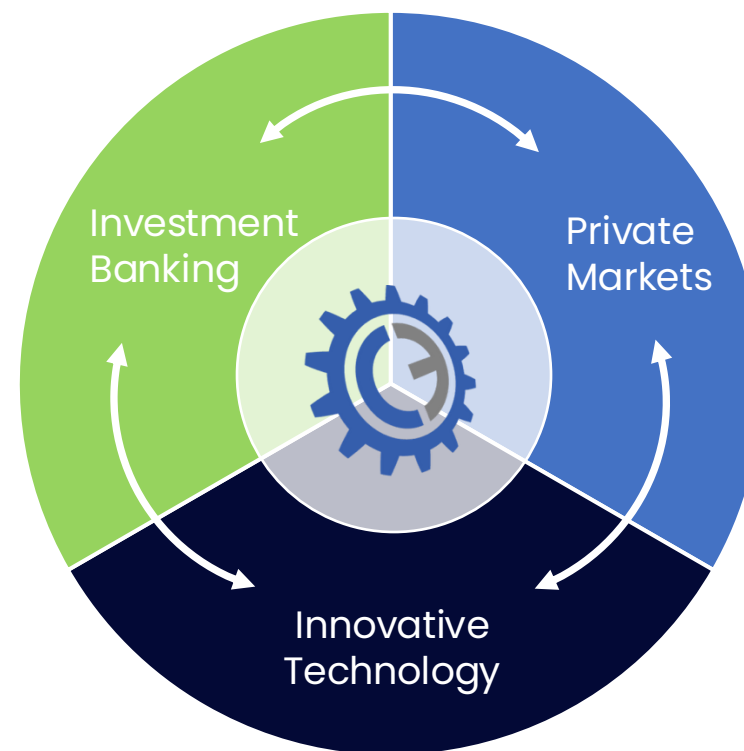
Building Mission Critical Infrastructure for Private Markets

Capital Engine® Key Components

Capital Engine® is a global financial technology (FinTech) firm that operates at the intersection of **investment banking, private markets, and technology-driven innovation.**

The firm leverages its proprietary technology and expertise to offer a comprehensive suite of services, including a network of **retail-focused investment platforms, an enterprise advisory arm, and investment banking operations** facilitated through its acquisition of Mallory Capital Group, a registered broker-dealer and member of SEC / FINRA.

Transforming Private Markets and Secondaries Trading Infrastructure



2024 Accomplishments

Revenue Growth

50% pro-forma revenue growth (YoY)

Mallory Capital Group (MCG), enables Capital Engine to directly receive commissions on all transaction and platforms radically improving economics and revenue opportunities

Estimated Revenue for 2025

\$3M – \$4M

Estimated Revenue for 2026

\$9M – \$12M

New Products / Services

Acquisition of Mallory Capital Group (MCG)

Investment Bank / Broker Dealer

With over \$10 billion raised and combined 80 years of capital raising and advisory experience, MCG is a leading private securities placement agent boutique.

Advisory arm delivers strategic guidance to businesses seeking to navigate capital markets and raise funds.

Investment

Successfully raised series seed preferred round of \$1.3M at pre-money valuation of \$12M – 15M

**Current Raise: \$3M
(post-money valuation of \$20M – \$30M)**

Offering 20% – 40% discount based on participation levels.

10X Return 2028

New Strategic Partners / Investors

Angel Investors Network
oldest online Angel Investor Community in the US.

EasyProperties
sourcing US commercial real estate opportunities for 3 million user base

USA REIT
Real estate investment marketplace for real estate opportunities, CRE funds and 1031 exchanges

Raffles Capital
Singapore Hedge Fund

Why Private Markets are the biggest opportunity in financial services and the driving forces

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Brief

Private Asset Investing Desperately Needs New Market Infrastructure

Firms need to build robust digital infrastructure to keep up with demand from individuals.

THE WALL STREET JOURNAL.

World Business U.S. Politics Economy Tech Markets & Finance Opinion Arts Lifestyle

EXCLUSIVE

DEALS

Private Markets Seem Out of Reach for Individual Investors. BlackRock Thinks It Has an Answer.

Bloomberg

● Live TV Markets ▼ Economics Industries Tech Politics Businessweek Opi

BlackRock Muscles Into Private Assets Market for Wealth Clients

BlackRock Inc. is expanding further into private-markets investing, striking a new partnership to include the assets alongside traditional

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Talking Point Oct 7 2024

Increasing focus on private markets from next generation of family offices

Asset Managers Must Invest in Private Markets Now, Bain Says

- Private-market assets under management to reach \$65 trillion
- Bain calls it ‘the biggest opportunity in financial services’

By Loukia Gyftopoulou

August 21, 2024 at 3:00 PM GMT+2

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Private market assets to grow at more than twice the rate of public assets, reaching up to \$65 trillion by 2032, Bain & Company finds

Profitability from public markets falls by half, forces asset managers to tap into alternative revenue streams, analysis shows

J.P.Morgan PRIVATE BANK

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Private Markets – A Growing, Alternative Asset Class

Alternative Assets Are Poised to Keep Growing

Bain estimates they will rise to more than \$60 trillion of all AUM by 2032

■ Private equity ■ Real estate ■ Alternative credit ■ Infrastructure, natural resources ■ Hedge fund

Year	Private equity	Real estate	Alternative credit	Infrastructure, natural resources	Hedge fund
2002	1	1	1	1	1
2012	2	2	2	2	2
2022	12	2	8	2	2
2032 Estimate	30	2	20	5	3

Source: Bain & Company

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.

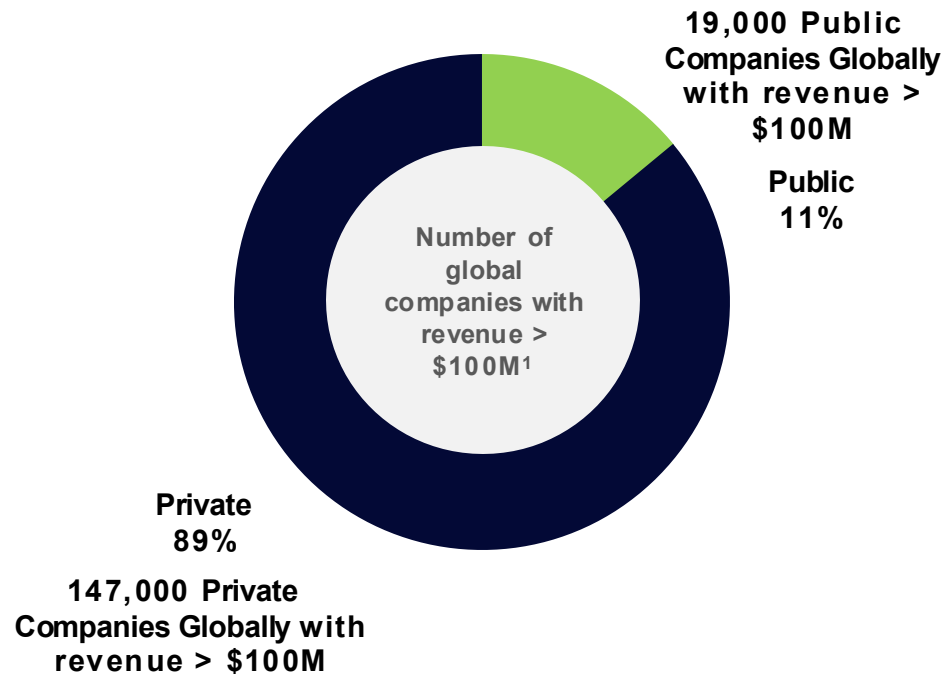
The financial services industry is not yet fully equipped to support this transition, creating a multi-trillion-dollar gap in investment infrastructure.



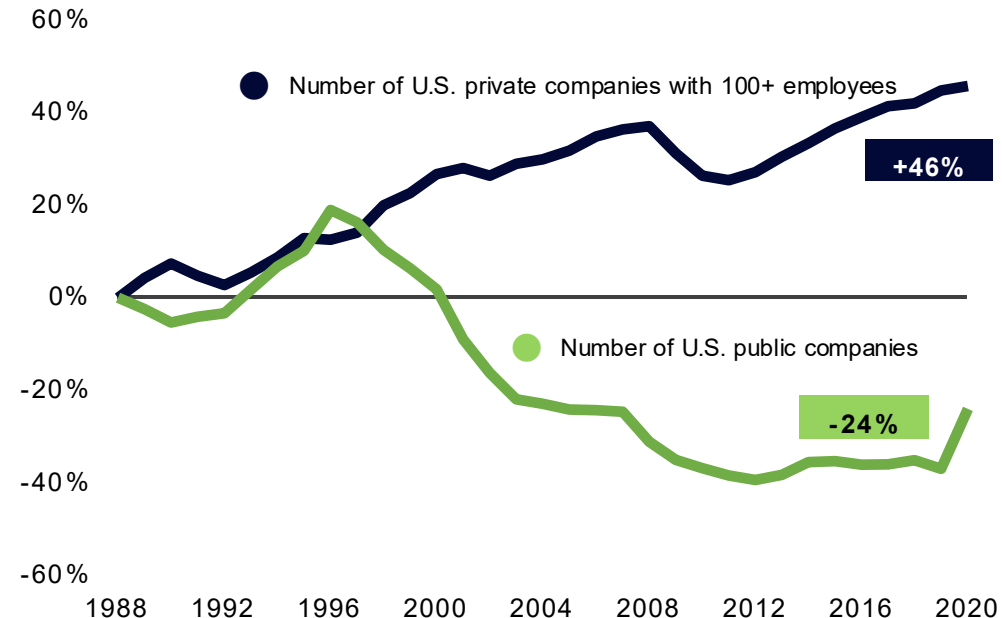
It's more important than ever to invest in private markets

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

A broader opportunity set



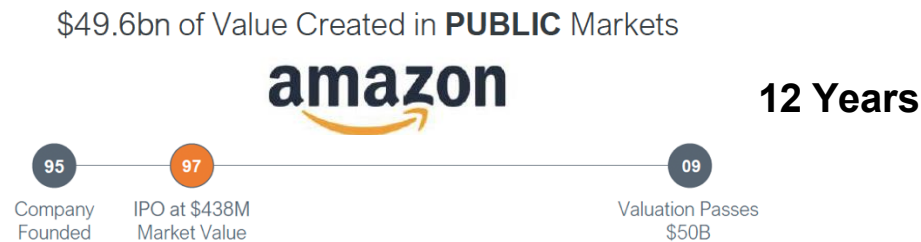
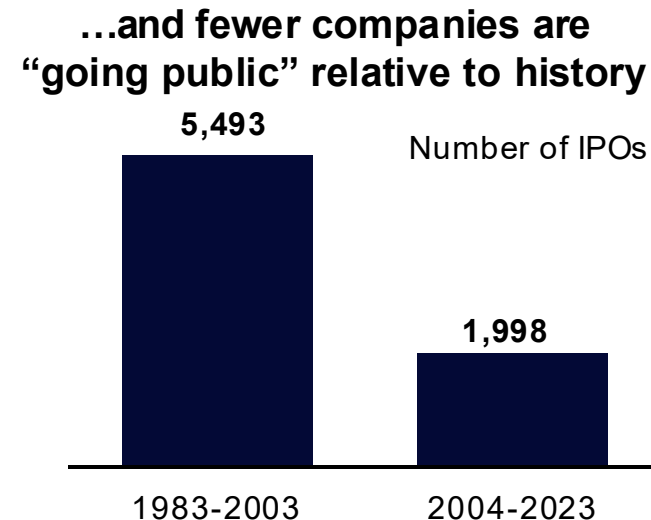
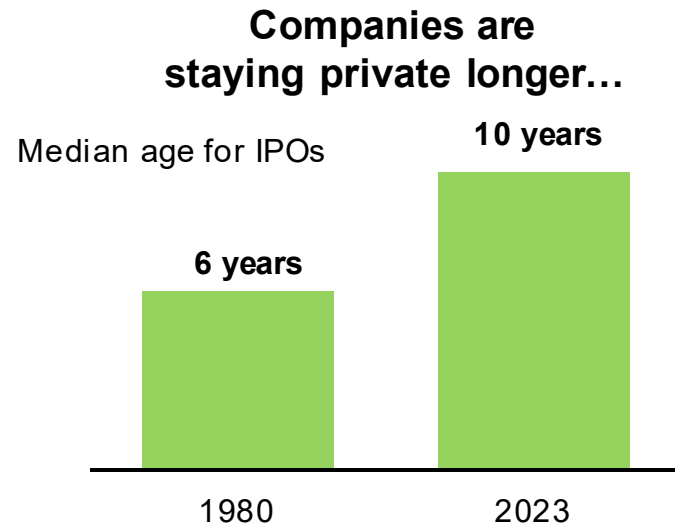
The rise in private markets



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..

A shift in value creation to private markets

There's been a shift of wealth creation toward private equity. Companies are staying private longer, and fewer IPOs are coming to market. Companies today can generate billions in private market (Pre-IPO) value.



Source - University of Florida, of 4/26/2024. JR Ritter Initial Public Offerings: Median Age of IPOs Through 2023. Example reflects median age to IPO for IPOs after excluding those with an offer price below \$5.00 per share, unit offers, ADRs, closed-end funds, oil & gas limited partnerships, acquisition companies, REITs, bank and S&L IPOs, and firms not listed on CRSP. Source - University of Florida

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 to democratize access, drive liquidity, and scale private market investing.



Business Models & Revenue

Business Models & Revenue Streams

Multi-tiered business model, revenue streams and growth strategy to get us to \$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 Securities
Second Market
Registered FSP



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 – Reg D, Reg CF and Reg A (real estate, venture capital, healthcare, renewable energy, social impact and digital assets).
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.

Don't miss the boat in private markets

Private markets grew exponentially over the last twenty years and are expected to grow at more than twice the rate of public assets, reaching up to \$65 trillion by 2032

Private Capital Markets are Transforming

\$1.23 T

Public Markets

\$4.45 T

Private Markets

\$2.3 T

Private Placements



2023

* According to the most recent [SEC data](#), exempt offerings accounted for approx. \$4.45 trillion in capital raising, whereas during that same time period, publicly raised funds accounted for roughly \$1.23 trillion in fundraising.

That's 3.5 times more capital raised in the private markets than in the public markets.

Secondaries Market For Private Capital is Growing

10

Years

6 X

Growth

\$130 B

Secondary Markets



2024

* The secondaries market, where buyers and sellers trade existing interests in private equity funds and their portfolio companies, has grown to \$130 billion, a six-fold increase during the past decade and is anticipated to grow to \$800 billion by 2028.

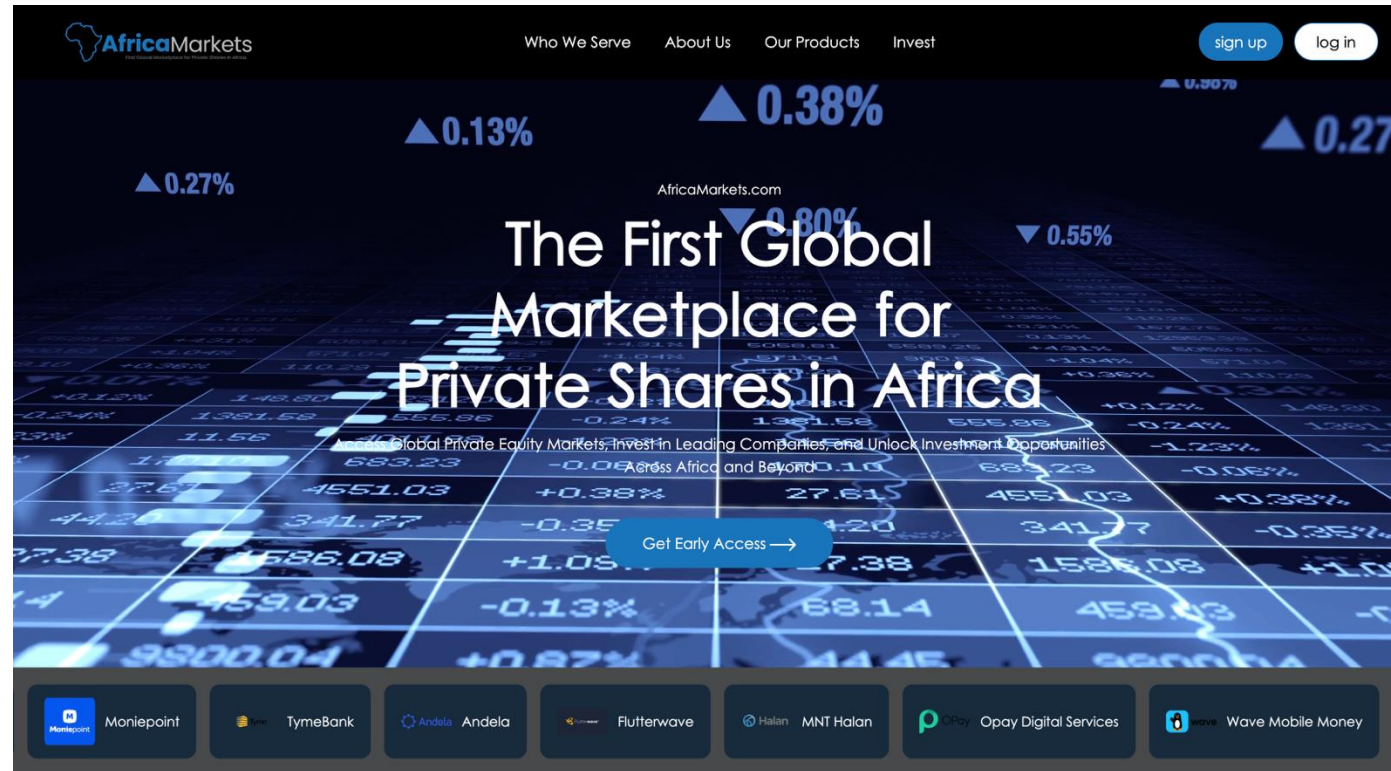
Given the rapidly expanding need for liquidity solutions in private capital, the potential for continued growth is exponential.

The first global marketplace for African private shares

Leveraging our technology, track record and market, regulatory know-how, Capital Engine® will provide liquidity programs for companies, a digital marketplace that brings together buyers and sellers of private growth company shares.

Capital Engine® is targeting its launch in South Africa with **Africa Markets**, before expanding to the rest of Africa.

Launch targeted in 2025, subject to the requisite regulatory approvals



Private Securities Markets Lack the Infrastructure of Public Markets*

Illiquid, Inaccessible and Inefficient



Investor Access

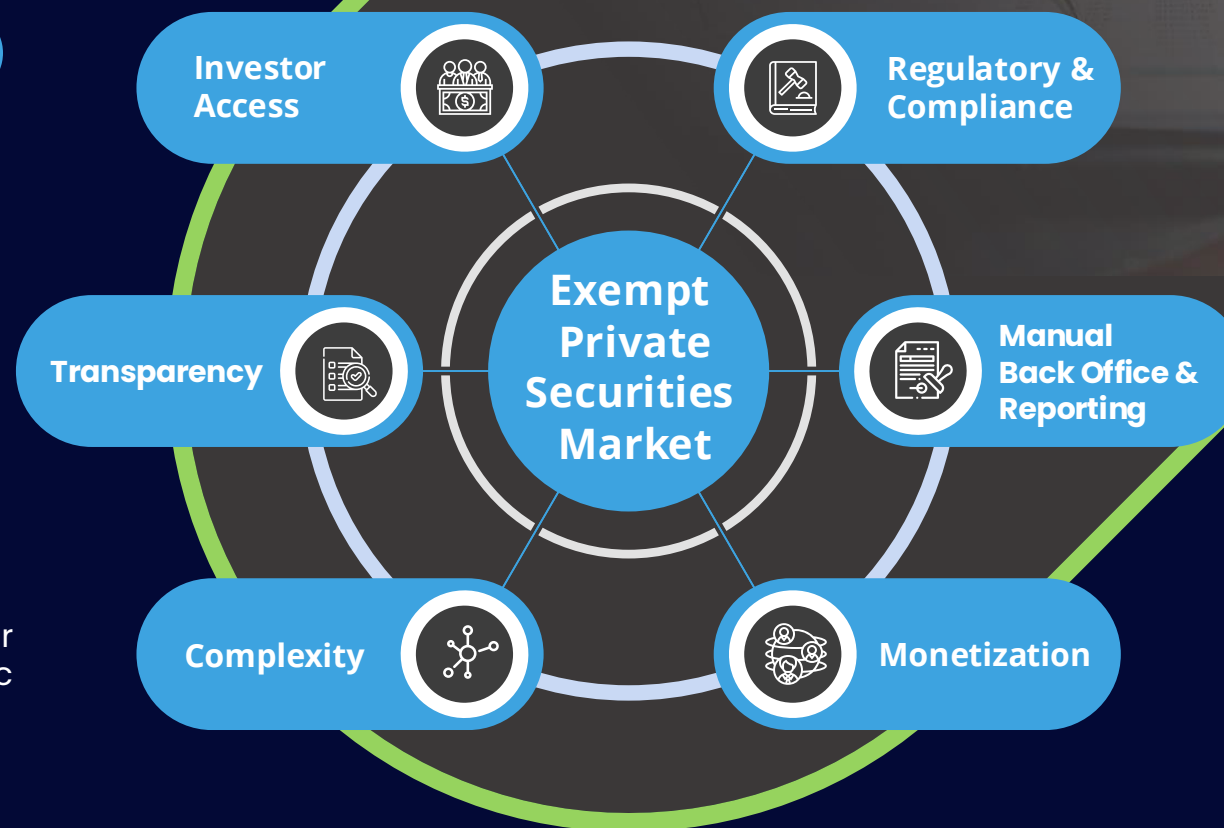


Limited Liquidity



Transparency

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



Investment Banking

Acquisition of Mallory Capital Group SEC / FINRA Registered Broker Dealer

- ✓ Capital Engine® acquisition / strategic partnership with SEC / FINRA-registered broker-dealer Mallory Capital Group
- ✓ Enable company to directly receive transaction commissions
- ✓ Radically improve the economics of Capital Engine® tiered business ecosystem and revenue opportunities
- ✓ Apply to operate an Alternative Trading System (ATS) in 2025 providing secondaries trading and liquidity
- ✓ ATS will support investing and trading in exempt private securities, digital and fractionalized assets
- ✓ With over \$10 billion raised and combined 80 years of capital raising and advisory experience, MCG is a leading private securities placement agent boutique.



Capital Engine® Revenue Projections

Primary / Secondaries Market

Primary Market Revenue – Marketplace and Broker Dealer

	Deals 2025	Commission %	Revenue	Deal Pipeline 2026+	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 / Private Label Revenue

	Revenue / Issuance	Issuances 2025	Revenue	Pipeline 2026+	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

Growth Capital

Raising up to \$5M

- ✓ Series Seed Preferred (Round 2)
- ✓ Current Raise: \$3M
- ✓ 20% share price discount on \$6 share price*
- ✓ Min. Investment: \$24,000 (5,000 shares - \$4.80 / share)
- ✓ Capital Engine's Investment Marketplace and software solutions have helped raise \$650 million*
- ✓ Actively raising \$250 million for clients
- ✓ Deal pipeline: \$650 million+ potential raises
- ✓ Funding will accelerate and scale revenue growth focusing on strategic partnerships, expanding broker-dealer, sales and marketing, onboarding key staff, and setup of secondary trading platform*
- ✓ Shares projected to be liquid by 2026, 10x - 70x return*

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



WATCH VIDEO



Perpetual Financing Strategy

Share Price	\$3 / share*	\$6 / share	\$12 / share
Pre-Valuation	\$15,000,000	\$30,000,000	\$60,000,000
Post-Valuation	\$17,000,000	\$33,000,000	\$65,000,000
Amount Raised	\$2,000,000	\$3,000,000	\$5,000,000
Shares to Sold	754,167	500,000	416,667
Ownership Dilution	12.6%	10%	8%

* 20% Discount for limited time only

Technology Shaping the Capital
Markets of the Future