



PROUDLY PRESENTS

THE AGE OF **PRIVATE SECURITIES**

TRANSFORMING PRIVATE CAPITAL MARKETS
AND SECONDARIES TRADING



Series Seed Preferred Round

Shaping the Capital Markets of the Future

Market Opportunity



PRIVATE MARKETS
GROWING

PUBLIC MARKETS
SHRINKING



Private Capital Markets are Transforming

\$1.23 T
Public Markets

\$4.45 T
Private Markets

\$2.3 T
Private Placements



* Private capital markets are rapidly transforming and have surpassed public markets to become the more popular way for companies to raise capital in the US. According to the most recent [SEC data](#), for the 12 month period ending June 30, 2022, 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



* 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 (this vs. US public equity markets, which turn over \$200 billion in assets daily).
Given the rapidly expanding need for liquidity solutions in private capital, the potential for continued growth is exponential.

OASB Annual Report 2022 <https://sec.gov/files/2022-oasb-annual-report.pdf>

The Problem:

Private Securities Markets Lack the Infrastructure of Public Markets*

Illiquid, Inaccessible and Inefficient



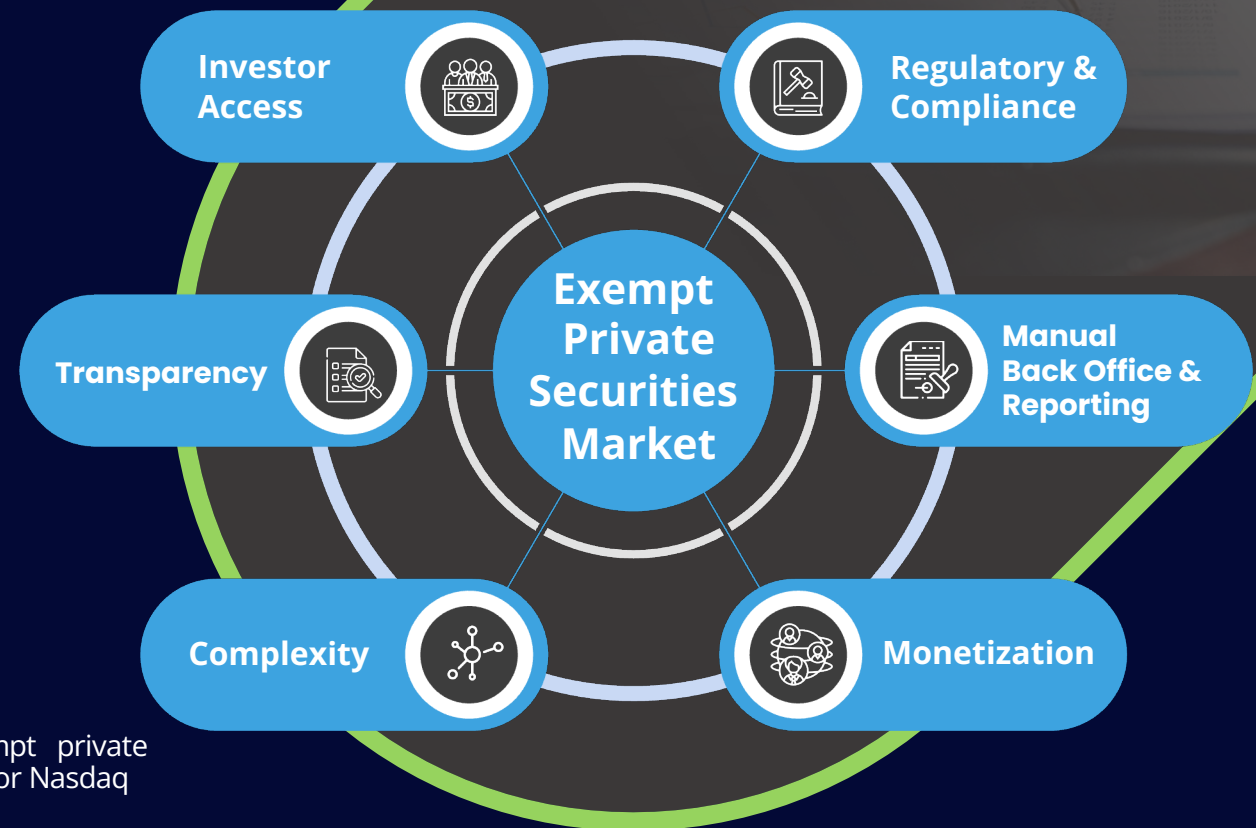
Investor Access



Lack of Transparency



Limited Liquidity






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

The Solution:

Fully Integrated and Compliant End-to-End Online Software Solution

Capital Engine® tiered business ecosystem addresses these key pain points

 <p>Primary Markets</p>	<ul style="list-style-type: none">✓ Capital Engine operates an online capital raising marketplace and tech enabled private placement platform for small and large raises✓ Investment marketplace and software solutions have helped raise \$450M of capital
 <p>Secondary Markets</p>	<ul style="list-style-type: none">✓ Alternative Trading System (ATS) provides off-ramp to investors looking for transparency and liquidity✓ Capital Engine® ATS will support investing and trading in alternative, fractionalized & digital assets
 <p>Private Label Solution</p>	<ul style="list-style-type: none">✓ Capital Engine is a SaaS B2B company providing a private (white) label business solution✓ Extremely scalable with synergistic benefits to our other operations and long-term recurring revenue✓ Strategic Partnership with revenue sharing options



Our Customers

These sectors have lagged in terms adopting and advancing capital raising innovations and technologies



Real Estate Funds



Venture Capital Funds



Law Firms



Investment Firms



Broker Dealers



Investment Platforms

Customer Acquisition

Social Media & Marketing



Co-owned Platforms



Strategic Partners



US Broker Dealer / ATS

Acquisition or Strategic Partnership SEC / FINRA Registered Broker Dealer

- ✔ Capital Engine® working on acquisition / strategic partnership with a SEC / FINRA-registered broker-dealer
- ✔ Capital Engine® will reverse merge its tech-enabled exempt private securities platform into broker-dealer
- ✔ 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 2024 under Exchange Act Rule 3a1-1(a) providing secondaries trading / liquidity
- ✔ ATS will support investing and trading in exempt private securities, digital and fractionalized assets



LEADERSHIP & EXPERIENCE

Company and Securities Team

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



Conrad Weymann
Chairman



Bryan Smith
CEO



Will Green
COO



Irwin Stein
General Counsel



Prakash Parwani
Chief Software Engineer



Marty Jensen
Business Advisor



Chris Thompson
Business Advisor



Anthony Stonefield
Business Advisor



Andrew Schrieber
Director



William Mzimba
Director



Duncan MacRobert
Corporate Finance



Conrad Weymann
President



Mike Ireland
Managing Director



Bryan Smith
Director

UK / Europe

South Africa

Mallory Capital Group*

Corporate Counsel



* Capital Engine has entered into a definitive agreement to acquire Mallory Capital Group, a FINRA registered broker dealer



Capital Engine® Revenue Projections

Primary / Secondaries Market

Primary Market Revenue – Marketplace and Broker Dealer

	Deals 2024/25	Commission %	Revenue	Deal Pipeline 2026+	Annual Revenue
Regulation D	\$30,000,000	4%	\$1,200,000	\$60,000,000	\$2,400,000
Regulation CF	\$20,000,000	5%	\$1,000,000	\$50,000,000	\$2,500,000
Regulation A	\$20,000,000	3%	\$600,000	\$50,000,000	\$1,500,000
Broker Dealer	\$100,000,000	2.5%	\$2,500,000	\$200,000,000	\$5,000,000
Total Revenue			\$5,300,000		\$11,400,000

Secondaries Market / Private Label Revenue

	Revenue / Issuance	Issuances 2024/5	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
- ✓ Current Raise: \$2M (post-money valuation of \$17M)
- ✓ 20% share price discount on \$3 share price*
- ✓ Min. Investment: \$24,000 (10,000 shares - \$2.40 / share)
- ✓ Capital Engine's Investment Marketplace and software solutions have helped raise \$450 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, 20x - 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

More Information

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Markets of the Future



WATCH VIDEO