Capital Engine®
Powering Online Capital Markets

The $65 Trillion Private Markets Shift

The Infrastructure & Distribution Network Powering Private Markets

INFRASTRUCTURE
End-to-end platform

DISTRIBUTION
BD network & co-syndication

LIQUIDITY
Secondary markets + ATS

Series A · Raising $5M · $6 / Share

Schedule a Call

WHY NOW

The Giants Just Confirmed the Thesis

Wall Street spent $2B+ validating everything we've built for private markets

Morgan Stanley
acquired EquityZen
Venture secondaries only

Charles Schwab
acquired Forge Global
$660M — secondaries only

Goldman Sachs
acquired Industry Ventures
$965M — fund-of-funds

They bought pieces. Capital Engine® built the whole private markets system - primary, secondary, distribution, and infrastructure.

- $25T → $65T private markets by 2032
- 147,000 private companies vs. 19,000 public
- Regulatory tailwinds: 401(k) access to alts + Reg A+ expansion +
- 70% of HNWIs want private market access — infrastructure doesn't exist yet
- Secondary market growing 6x to $130B — heading to $800B by 2028

The infrastructure isn't catching up to where capital already is. We're the infrastructure.

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PROBLEM

Trillions Are Moving. The Pipes Don't Exist

Private markets have outgrown their infrastructure — a new class of investor is demanding access

$65T
Projected by 2032
Forecast AuM

$14T
Retail Investor Market
Forecast AuM

THE RISE OF THE RETAIL INVESTOR

- **70%** of HNWIs now allocate to private & alternative assets
- **Reg A+** unlocks retail investors — not just accredited — as capital sources
- **$800B** secondary market by 2028, driven by retail demand for liquidity
- **401(k)** executive order opens retirement capital to alternative investments

- No unified infrastructure equivalent to NYSE or Nasdaq
- Broker-dealers operate in isolated silos — no shared deal flow
- Compliance, KYC, and onboarding remain fragmented and manual

Bain & Co Report - Private Market to reach $65 trillion by 2032

Private markets have outgrown their infrastructure — by a factor of 3.5x

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INVESTOR LANDSCAPE

The Rise of the Wealth Investor

Private markets have historically been the domain of institutions.
Now, the wealth investor channel is the primary growth engine for private market managers.

HISTORICALLY

- Pension funds
- Sovereign wealth funds
- University endowments
- Insurance companies
- Large institutional investors

EXPANDING NOW

- Broker-Dealers
- RIAs & wealth advisors
- High-net-worth accredited investors
- Family offices (15–35% allocation)
  Multi-family offices
- Sophisticated retail investors

Citi GPS - Private Markets - Access, Innovation and New Pathways to Progress

70% of HNW investors now allocate to private & alternative assets

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SOLUTION

One System. The Entire Lifecycle

Capital Engine® is the only technology owned platform where broker-dealers, issuers, and investors operate end-to-end — faster, compliant, and at scale

Distribution Advantage: Broker-dealers using our network close deals faster — shared deal flow, automated compliance, and co-syndication mean less friction at every step.

Origination → **Compliance & KYC** → **Syndication & Distribution** → **Closing & Execution** → **Post-Close & Liquidity**

Capital Formation

Reg D, Reg A+, Reg CF, Reg S — primary issuances of every type including tokenized assets

BD Execution

FINRA-approved broker-dealer. Syndication, placement, and deal closing with regulatory oversight

Compliance Stack

KYC/AML, accreditation, e-signatures, escrow, payments — fully automated

White-Label Platform

Other BDs, wealth managers, and fund managers plug into our infrastructure

Investor Management

Cap table, VDR, reporting, distributions — post-close lifecycle managed in one place

Secondary & Liquidity

Secondary trading pathways + ATS roadmap — the liquidity layer private markets lack

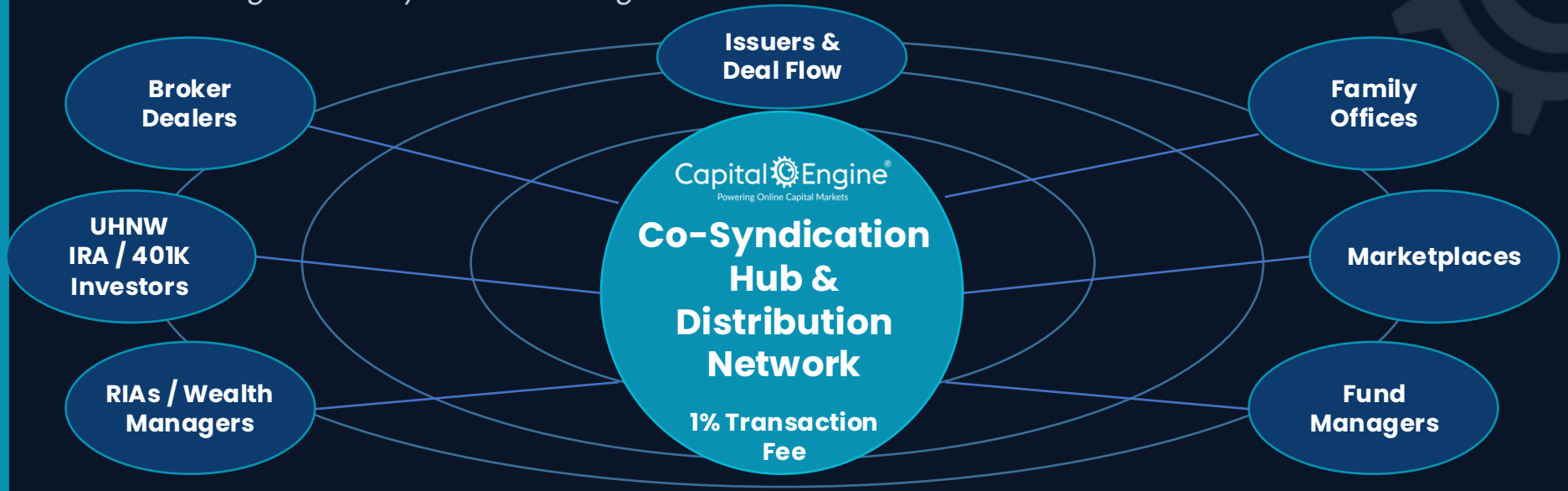
From first dollar raised to secondary exit — we own the full stack.

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COMPETITIVE MOAT

The Spiderweb. This Is What's Hard to Copy

Distribution is the moat. Every broker-dealer, advisor, family office & fund manager that joins makes the network stronger for everyone — including us



The Network Effect For Private Markets:

Expanding Network → More Deals → More Investors → Scaled Distribution

Visa / Mastercard dynamics in private markets.

Co-syndication + revenue sharing = aligned incentives across every partner firm.

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We Monetize Every Layer of the Stack

Four revenue streams — none of which depend on a single transaction type or client category

1. Transaction Fees — 1%

Earned on primary capital raises and secondary deal closings. Scales directly with platform volume.

2. BD & Placement Fees — 5% - 10%

Investment banking-style fees for broker-dealer execution, syndication, and deal placement across the network.

3. Partnership Revenue Share — 60/40

Fee-sharing with broker-dealer network partners on co-syndicated deals. Aligns incentives and scales distribution.

4. Recurring Platform Revenue — ARR

Ongoing fees from white-label clients and infrastructure partners for access to the Capital Engine stack.

Transaction-led. Platform-amplified. Network-scaled.

GO-TO-MARKET

We Scale Through Partners, Not Headcount

Every partner we add becomes a distribution channel — bringing their clients, their deals, & their network

Capital Engine® Infrastructure
Platform + Broker-Dealer + Compliance

→

Partner Network
Broker Dealers, Wealth Managers, Fund Managers & Family Offices

→

End Investors
Accredited, HNW, retail (Reg A+)

$0 CAC: We don't build a salesforce — we plug into existing broker-dealer distribution. Every new partner brings their clients, their deals, and their network.

Broker-Dealer Partnerships: Co-syndication agreements. Their distribution, our infrastructure.

White-Label Embedding: Capital Engine® powers BDs' own branded platforms — stickiest integration.

Retail as Distribution: Reg A+ turns customers into investors. Retail capital = loyalty + marketing + money.

International Expansion: Cross-border syndication extend reach beyond U.S. networks. Platforms incl. AfricaMarkets.com (secondaries trading) and South African BD / clients.

Every partner multiplies our distribution without multiplying our costs.

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COMPETITION

Point Solutions vs. Full System

The competitive landscape proves the category exists. Capital Engine is the only full-stack regulated infrastructure

Capability	Forge / Hiive	EquityZen	Carta	Stonehaven	Capital Engine
Primary Capital Raise	✗	✗	✗	✗	✓
Reg A+ / Retail Access	✗	Partial	✗	✗	✓
Secondary Market	✓	✓	✗	Partial	✓
FINRA Broker Dealer	✗	✗	✗	✓	✓
White Label SaaS	✗	✗	✗	✗	✓
Tokenization	✗	✗	✗	✗	✓
Co-Syndication Network	✗	✗	✗	✗	✓

Their acquisitions validate the category. Our architecture owns the whole stack.

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CASE STUDIES

Institutional Deployment — Proven Results

Four live deployments across every major use case — from Reg A+ retail to tokenization to broker-dealer infrastructure

Reg A+ — Accretiv USA

Revenue Stream: 1% + SAAS

Challenge: Required scalable fundraising platform for both accredited and retail investors with full regulatory compliance

Result: Streamlined capital formation with 1% transaction fee model plus monthly SaaS — recurring, predictable revenue

Tokenization — USA REIT Markets

Revenue Stream: Strategic Alliance / Revenue Share

Challenge: Next-generation real estate marketplace enabling Reg A+, tokenized assets, and regulated secondary trading

Result: Marketplace for retail access to tokenized real estate — Reg A+, 1031 exchange, secondaries & digital assets 1% - 5% fee

Broker Dealer — Regiment Securities

Revenue Stream: Strategic Alliance / Revenue Share

Challenge: Modernize broker-dealer operations for alternative investments and digital deal execution at institutional scale

Result: Fully digitized deal execution with automated compliance — active syndication partner 1% transaction fee

AI Data — StreetZero.com

Revenue Stream: Strategic Alliance / AI Data

Challenge: Integrate AI-driven private markets intelligence and deal sourcing data into the Capital Engine ecosystem

Result: Proprietary deal flow scoring and investor analytics — giving Capital Engine an unfair information advantage

Already working across Reg A+, tokenization, broker-dealer infrastructure, and AI deal intelligence

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TRACTION

$750M Processed. Revenue Positive. Scaling

The right question isn't "does this work?" – it's "how fast can it scale?"

$750M+	$250M	$650M+	$2M+
Capital Processed	**Currently Raising**	**Active Pipeline**	**Projected Revenue 2026**
Platform track record	*Active on platform now*	*Near-term deal flow*	*Saas + Transaction Fees*

Key Milestones:

- $1M seed closed January 2025 — capital-efficient to date
- FINRA-approved broker-dealer acquired (Mallory Capital — $10B+ historically raised)
- Glynn Capital Advisors (RIA) joining our firm
- Strategic Broker Dealer / RIA alliance: co-syndication & distribution network live
- Operating at ~breakeven — low churn, competitor clients actively migrating to platform (Folla Capital)

$600K ARR (SaaS based) transitioning to 1 – 5% transaction fees via Mallory Capital.

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TEAM

Operators. Not Theorists

This team has raised, structured, and closed capital — at institutional scale — before building any of this.

Capital Markets Depth

Investment banking, broker-dealer operations, and private capital formation — not adjacent experience. Direct experience.

Regulatory Credibility

FINRA-approved BD, full SEC compliance infrastructure. Built by people who understand that regulatory moats are real moats.

Mallory Capital Legacy

$10B+ raised historically. 80+ years of combined experience. That track record is now the engine powering Capital Engine's credibility.

Global Operating Footprint

Built for cross-border capital formation from day one. Reg S, international syndication, and multi-jurisdictional platforms and deal flow.

Capital Engine and Mallory Capital Team



Bryan Smith
CEO
Series 24, 82 & 63



Conrad Weymann
Series 24, 7 & 63



Randy Humphreys
RIA
Series 24, 79, 65 & 63



Laura Pamatian
COO USA REIT
Series 7 & 63



Mike Ireland
Series 7 & 63



Kyle Meyer
Series 82 & 63



Ashish Bishnoi
Head Engineering



Ross Strang
CMO / Analyst

We didn't build Capital Engine to learn this business. We built it because we already knew it.

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From SaaS to Transaction. Built to Scale.

Pivoting from a lean SaaS base to a transaction-based model — 5x in 2026, 15x by 2027

Revenue 2024 / 2025
~$600K
SaaS-based ARR (model proven)

Projected Revenue 2026
$2M
Transaction-based fees from white-label clients, partnerships & marketplaces

Projected Revenue 2027
$9M
Transaction-based fees scaled across full client & partner base

Revenue Stream Breakdown:

- Transaction fees on white-label clients, strategic partnership & vertical marketplaces
- Transaction fees on capital raises - primary + secondary (1 – 2%)
- Investment banking & placement fees (3 – 10%)
- BD partnership revenue share (co-syndication model)
- Recurring platform revenue from white-label clients

Operating leverage is built in — every new BD partner adds volume with near-zero marginal cost.

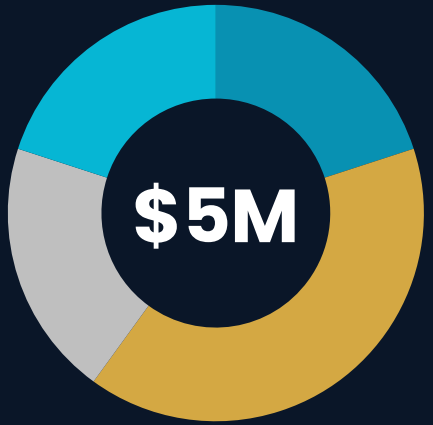
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THE ASK

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Raising $5M Series A

$34M post-money · $6.00 per share · $1M seed closed Jan 2025



- **Expand BD Distribution Network - $1M**
  More broker-dealer partnerships = exponential distribution growth
- **Scale Deal Flow & Execution (Capital Formation / Marketing) - $2M**
  Capital formation team + origination infrastructure to fill the pipeline
- **Accelerate ATS & Secondary Market - $1M**
  Build the liquidity layer — the missing piece that unlocks the full value of the network
- **Strategic Hiring & Partnerships - $1M**
  Key roles in BD development, compliance, and technology to scale the network

Private markets are moving from $25 trillion to $65 trillion. The infrastructure to move it doesn't exist yet. We're building it — and we're already running.

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Series A Investment Tiers

Larger commitments receive enhanced pricing.

TIER	COMMITMENT AMOUNT	DISCOUNT	SHARE PRICE	% OF $5M ROUND	NOTES
Minimum	$24,000 – $49,999	0%	$6.00	< 1%	Standard entry
Tier 1	$50,000 – $99,999	**5%**	$5.70	1% – 1.9%	Early supporter
Tier 2	$100,000 – $249,999	**10%**	$5.40	2% – 4.9%	Strategic investor
Tier 3 (Key)	$250,000 – $499,999	**15%**	$5.10	5% – 9.9%	Key partner tier
Anchor	$500,000+	**20%**	**$4.80**	10%+	Enhanced info rights available

Note: Discounts are designed to incentivize larger commitments while preserving the $6.00 headline Series A valuation. Discounted share prices apply only to Series A commitments and do not reflect future round pricing. Investors at $500K+ may receive enhanced information rights or observer-level board access. Structure mirrors traditional private placement breakpoint logic. Series A Preferred Stock.

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Q & A

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Questions

Interested in partnering - we'd love to continue the conversation

Schedule a Call

Capital Engine®

Bryan Smith

invest@capitalengine.io

(203) 635-3098

Mallory Capital Group

Conrad Weymann

info@mallorycapital.com

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