



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



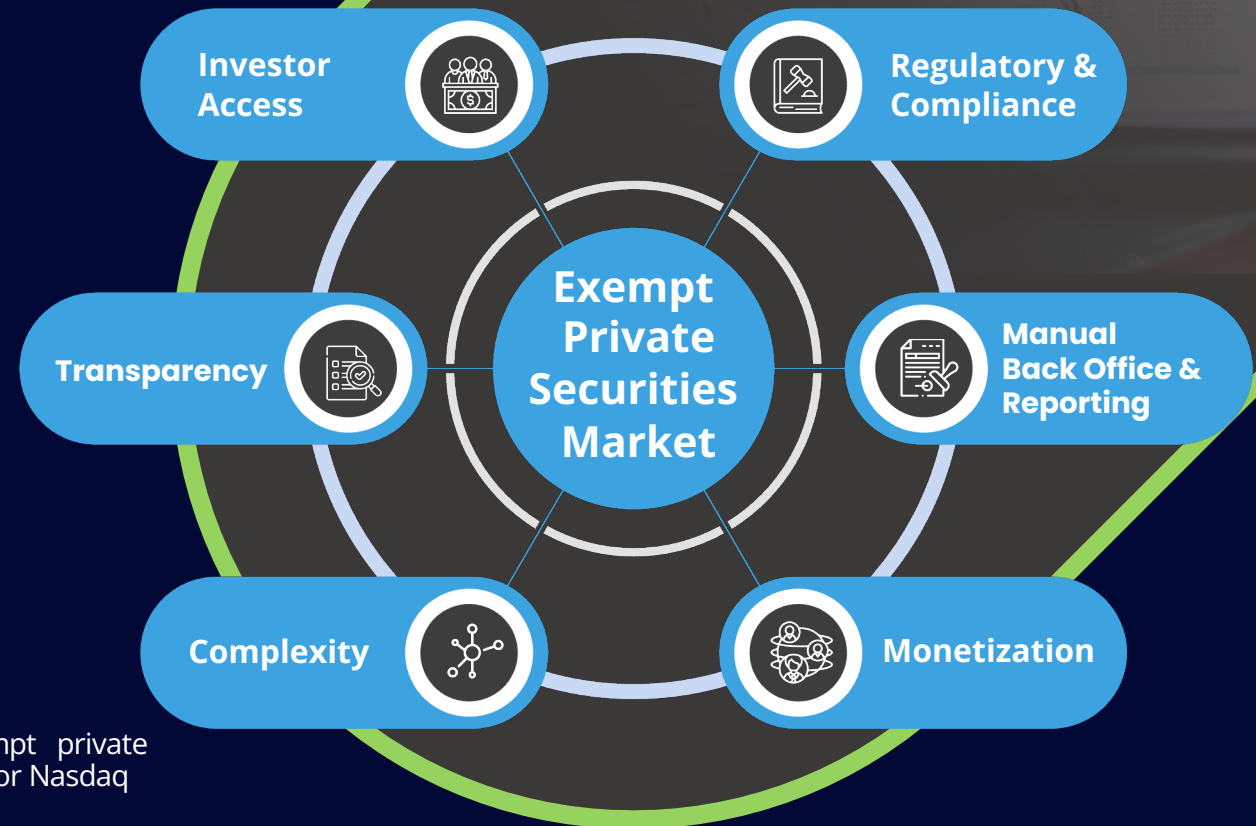
**Investor Access**



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



# 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



facebook Ads



KINGSCROWD



## Co-owned Platforms



SecondMarket  
Trading Illiquid and Alternative Assets



USA REIT

## Strategic Partners



NORTHCAPITAL



VERTALO



# 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



# Capital Engine® Revenue Projections

## Primary / Secondaries Market

### Primary Market Revenue – Marketplace and Broker Dealer

	Deals 2024	Commission %	Revenue	Deal Pipeline 2025+	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
<b>Total Revenue</b>			<b>\$5,300,000</b>		<b>\$11,400,000</b>

### Secondaries Market / Private Label Revenue

	Revenue / Issuance	Issuances 2024	Revenue	Pipeline 2025+	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
<b>Total Revenue</b>			<b>\$805,000</b>		<b>\$3,410,000</b>

\* 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\*



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 first 30 confirmed investors

Technology Shaping the Capital Markets of the Future



# More Information

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Markets of the Future



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