



Q1 2026

MICROCAP BRIEF



lucbro.com









info@lucbro.com

01

Q1 2026

Congratulations

To the 5 microcap issuers who successfully completed their IPOs and listed on Nasdaq and NYSE this quarter.

	Buda Juice Inc. NYSE: BUDA	\$20 MILLION	MDB Capital	
	Swarmer, Inc. Nasdaq: SWMR	\$14.7 MILLION	Lucid Capital Markets	
	Jaguar Uranium Corp. NYSE: JAGU	\$25 MILLION	Titan Partners	
	Rank One Computing Corporation Nasdaq: ROC	\$24 MILLION	Benchmark	
	Green Circle Decarbonize Technology Ltd NYSE: GCDT	\$10 MILLION	RBW Capital Partners LLC	

MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League Tables

06 • Market Outlook

01

Q1 2026

Microcap IPO Summary

The Microcap IPO market saw a sharp pullback in Q1, with just five issuers completing IPOs across Nasdaq and NYSE, raising a combined \$93.7 million. The IPO window remained open but much more selective, driven by new rules and expanded discretionary review by the exchanges.

This marks a significant decline from the same period last year, when 42 microcap IPOs were completed, underscoring a materially tighter capital markets environment for emerging growth companies.

Unlike prior periods that were heavily driven by foreign private issuers, four of the five IPOs in Q1 were completed by domestic companies, signaling a shift in issuer composition alongside the broader slowdown.

Offerings ranged from approximately \$10 million to \$25 million, with a median offering size of \$20 million. Investment banking partners included MDB Capital, Lucid Capital Markets, Titan Partners, The Benchmark Company, and RBW Capital Partners.

Three of the five IPOs (approximately 60%) listed on the NYSE, while two listed on Nasdaq. Notably, Lucosky Brookman LLP served as counsel on two (40%) of the offerings: Buda Juice Inc. (NYSE: BUDA) and Rank One Computing Corporation (Nasdaq: ROC).

In total, approximately \$55 million was raised on the NYSE and \$38.7 million on Nasdaq, reflecting the first time in recent memory that the NYSE has topped Nasdaq in a full fiscal quarter.

MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League
Tables

06 • Market Outlook

01

Q1 2026

IPO Market Overview

5

MICROCAP IPOs

2 Nasdaq
3 NYSE

4

**DOMESTIC
IPOs**

1

**FOREIGN
IPO**

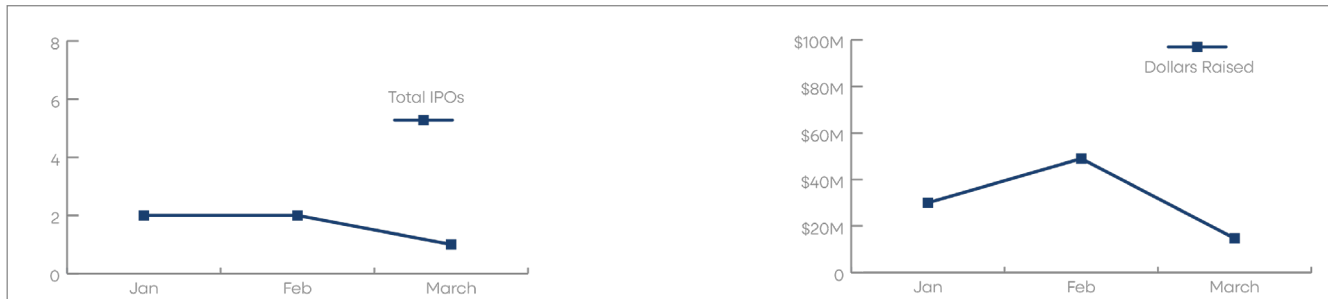
\$20M

**MEDIAN
OFFERING SIZE**

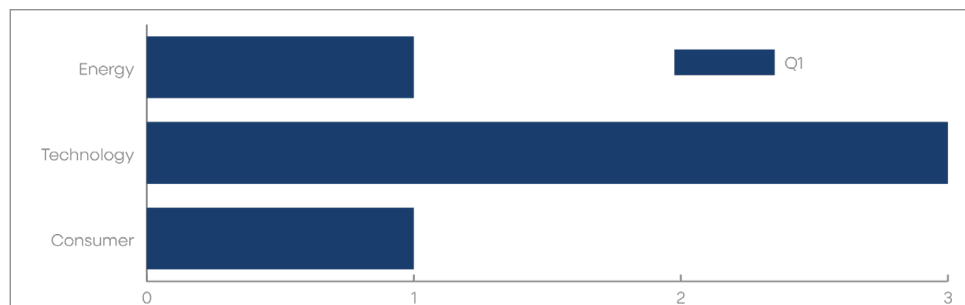
\$94M

RAISED
\$39M Nasdaq
\$55M NYSE

MONTH-OVER-MONTH



TOP PERFORMING SECTORS



MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League
Tables

06 • Market Outlook

02

Q1 2026

Uplists & Cross-Lists

While the microcap IPO market has tightened substantially, the market for uplists and cross-listings gained traction in Q1, with six microcap issuers completing transactions across Nasdaq and NYSE.

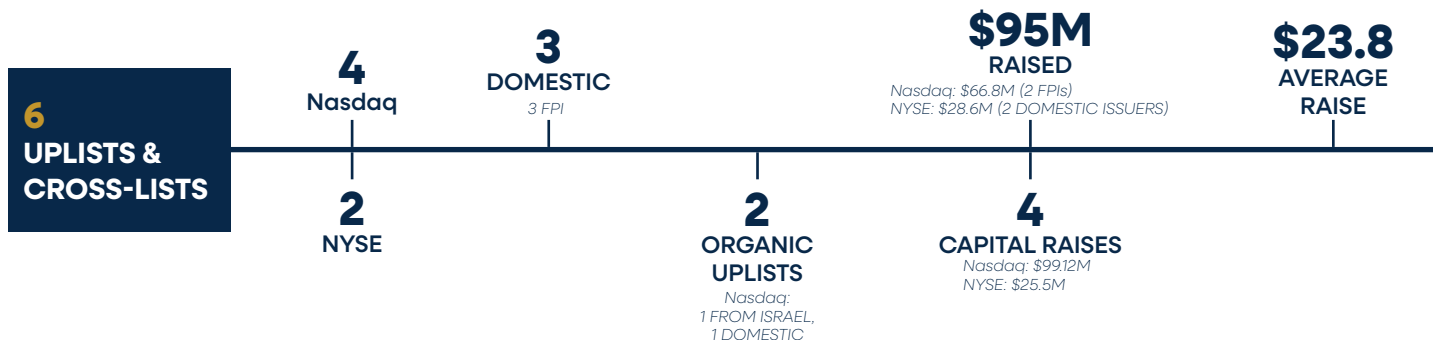
While overall volume increased from Q1 2025, which saw only two uplists (both on Nasdaq), the composition and structure of deals were notably different.

In Q1 2026, four issuers listed on Nasdaq and two on the NYSE, compared to 100% Nasdaq concentration in the prior year. Issuer mix also broadened, with three domestic companies and three foreign private issuers, versus exclusively domestic issuers in Q1 2025.

Notably, only four of the six transactions in Q1 2026 included capital raises, generating a combined \$95 million, compared to \$71 million raised across two deals in Q1 2025. While total capital raised increased, the average deal size declined to approximately \$23.8 million, down from \$35.5 million in the prior year, indicating smaller, more distributed financings.

Two issuers completed organic uplists in Q1 2026, both on Nasdaq (one domestic and one from Israel), whereas all Q1 2025 transactions required concurrent capital raises.

Of the capital raised in Q1 2026, approximately \$66.8 million was generated on Nasdaq, driven by foreign private issuers, while \$28.6 million was raised on the NYSE by domestic issuers, reflecting a developing split in how issuers are accessing each exchange.



01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League Tables

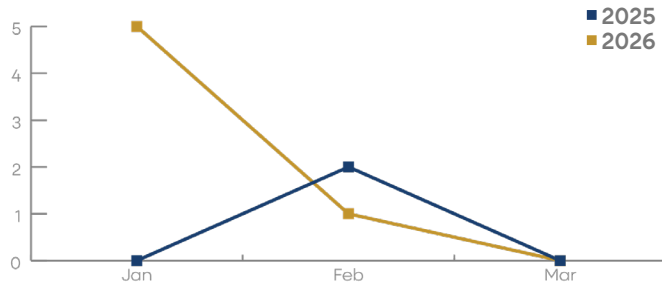
06 • Market Outlook

02

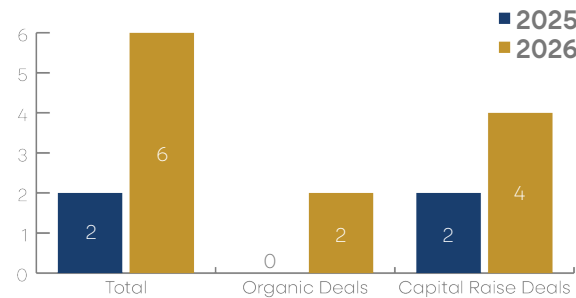
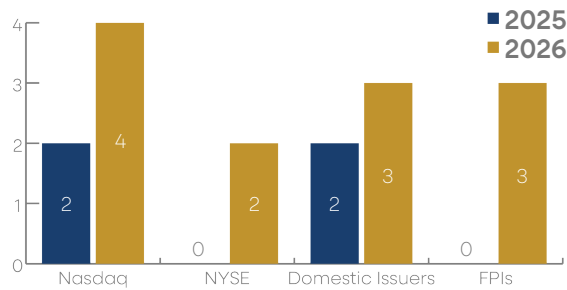
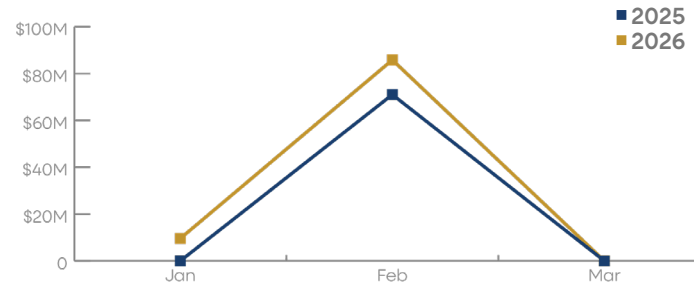
Q1 2026

Uplists & Cross-Lists

UPLISTS & CROSS-LISTS



TOTAL CAPITAL RAISED (\$M)



The Lucosky Brookman DataDesk, established in 2020, is a pioneering initiative that transformed the microcap and emerging growth marketplace through comprehensive data analytics. Recognizing the absence of readily available market intelligence for transactions under \$50 million, the DataDesk systematically tracks, analyzes, and curates detailed information across three critical areas: microcap IPOs, domestic uplistings, foreign cross-listings, and direct listings.

Each month, our dedicated team meticulously compiles data on deal structures, offering sizes, investment banking relationships, and emerging market trends. This proprietary intelligence not only enhances our internal decision-making but is also shared freely with the broader financial community. By making this valuable market data accessible to all participants in the ecosystem, the LB DataDesk helps elevate the quality of transaction planning and execution across the emerging growth marketplace.

Please contact us at datadesk@lucbro.com if you would like to discuss your company's IPO, uplisting or crosslisting prospects, if you would like to better understand the IPO, uplisting and cross-listing marketplace, or if you would like to receive a comprehensive 7-8 page Listing Analysis of your company.

03

Q1 2026

Direct Listings

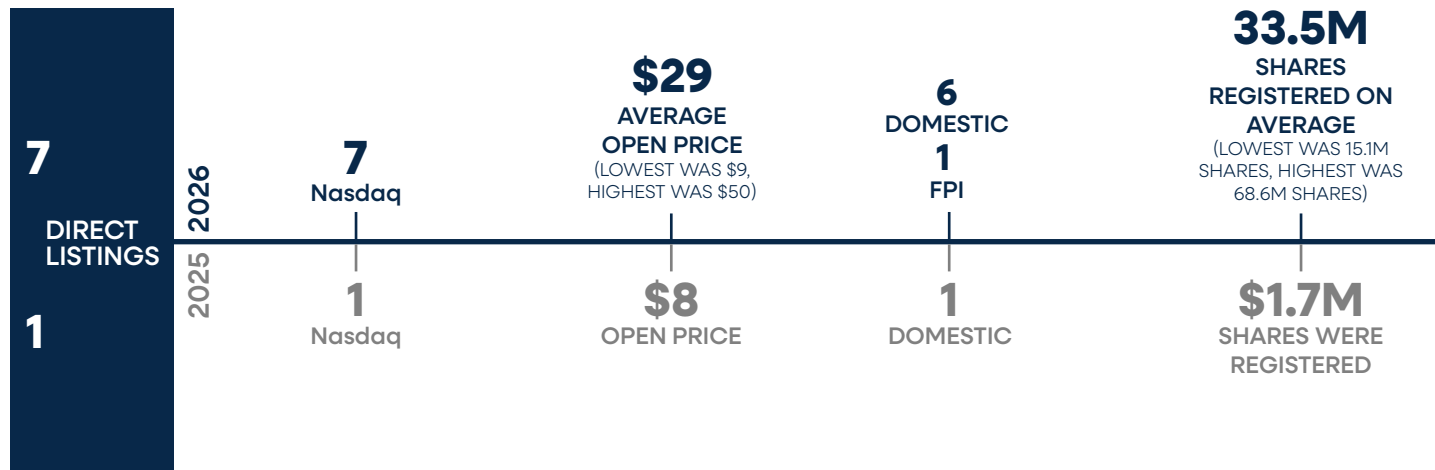
Direct listing activity increased materially in Q1, with seven transactions completed, all on Nasdaq, compared to a single transaction in the prior year period.

This increase comes amid a decline in traditional IPO activity and heightened exchange scrutiny, indicating that direct listings are increasingly being utilized as an alternative pathway to the public markets.

Issuer composition was predominantly domestic, with six U.S. companies and one foreign private issuer. The average opening price was approximately \$29 per share, with a range from \$9 to \$50.

Issuers registered significantly larger share volumes, averaging approximately 33.5 million shares in Q1 2026. This reflects an increased emphasis on liquidity and shareholder distribution at the time of listing.

While direct listings have traditionally been a more limited pathway, their increased utilization in Q1 highlights a change in how certain issuers are approaching public market entry under evolving exchange standards.



MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League Tables

06 • Market Outlook

04

Q1 2026

Regulatory Developments

The regulatory landscape for U.S. public listings and capital formation, particularly within the emerging growth and microcap segments, continues to evolve. Recent developments across both exchange rules and SEC guidance reflect a dual trend: increased scrutiny at the point of listing and incremental flexibility in post-listing capital access.

A central development is Nasdaq's expanded discretionary authority under Rule IM-5101-3, which permits the exchange to deny an initial listing even where an issuer meets established quantitative listing standards. This authority reflects a broader transition from a primarily rules-based framework to a more discretionary-based approach that incorporates both objective metrics and qualitative judgment. In practice, Nasdaq's listing review now extends beyond traditional financial and governance thresholds to include an evaluation of investor distribution, order book composition, and broader qualitative factors such as jurisdictional risk, governance credibility, advisor track record, and susceptibility to market manipulation. While quantitative compliance remains a necessary condition, it is no longer sufficient to ensure listing approval.

These developments are driven in part by heightened regulatory concern regarding market manipulation in thinly traded securities and cross-border issuer structures. In response, Nasdaq has implemented a series of measures aimed at strengthening market integrity, including increased scrutiny of public float composition, higher effective capital raising expectations, accelerated suspension and delisting authority, and enhanced oversight of certain foreign-domiciled issuers. Collectively, these changes signal a shift toward prioritizing investor protection and market stability over maximizing listing volume.

The practical impact of this evolving framework has been most pronounced in the microcap IPO segment. Market participants have observed longer and less predictable review timelines, increased regulatory engagement during the listing process, and greater variability in approval outcomes across similarly situated issuers. Transactions that would have progressed under prior frameworks are now subject to additional scrutiny or delay, reflecting the characteristics of a more discretionary review environment in which qualitative factors play a more determinative role.

MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments











05 • Underwriter League
Tables

06 • Market Outlook

05

Q1 2026

Underwriter League Tables

	Q1 OFFERINGS	Q1 DOLLARS RAISED
JANUARY	 OFFERINGS • 1 YTD • 1	 DOLLARS RAISED • \$20M YTD • \$20M
	 OFFERINGS • 1 YTD • 1	 DOLLARS RAISED • \$10M YTD • \$10M
FEBRUARY	 OFFERINGS • 1 YTD • 1	 DOLLARS RAISED • \$25M YTD • \$25M
	 OFFERINGS • 1 YTD • 1	 DOLLARS RAISED • \$24M YTD • \$24M
MARCH	 OFFERINGS • 1 YTD • 1	 DOLLARS RAISED • \$14.7M YTD • \$14.7

MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League
Tables

06 • Market Outlook

06

Q1 2026

Market Outlook

The microcap capital markets are entering a structurally different phase, defined less by volume and more by selectivity, scrutiny, and execution quality.

On the surface, activity remains. Companies are filing, deals are being worked, and the market appears open. Beneath that activity, however, the environment has fundamentally changed. Exchanges are no longer operating as purely rules-based gatekeepers. The framework is now discretionary, where meeting quantitative thresholds is only the starting point. The central question has changed from whether a company qualifies on paper to whether the transaction, in its entirety, belongs in the market.

This change is driving a more selective and less predictable process. Minimum thresholds no longer get deals done. Successful transactions are those that withstand full scrutiny, including company quality, management credibility, capital structure, investor distribution, and advisor alignment. Weakness in any one area now impacts the viability of the entire deal.

Execution has become more iterative and less forgiving. Transactions can no longer be built incrementally or managed in silos. Alignment across management, bankers, and legal advisors must be established at the outset, not along the way. Preparation must begin earlier, and deal construction must be intentional rather than reactive. The legal quarterback approach is becoming more important now than ever.

Looking ahead, activity will continue to concentrate around higher-quality issuers and better-constructed deals. Scale, structure, and credibility are emerging as the defining differentiators. Borderline transactions are unlikely to clear the process, regardless of whether they technically meet minimum standards.

The deals that are getting done are not the ones that meet the minimum standards. They are the ones that are built for this market.

MICROCAP BRIEF

Q1 2026

01 • IPO Market Update

02 • Uplists & Cross-Lists

03 • Direct Listings

04 • Regulatory Developments

05 • Underwriter League
Tables

06 • Market Outlook

LUCOSKY BROOKMAN LLP

Lucosky Brookman LLP has pioneered a hands-on, end-to-end approach to guiding entrepreneurial, emerging growth, and public companies through complex legal and business challenges. The firm leads strategy, coordinates stakeholders, and executes across the full corporate lifecycle, serving as the central point of command for transactions, litigation, and regulatory matters. Headquartered in the New York metropolitan area with attorneys across the country, Lucosky Brookman represents domestic and international clients in capital markets transactions, mergers and acquisitions, financing matters, complex commercial and securities litigation, white collar and regulatory matters, and insurance coverage and defense.

Relationships are at the heart of everything we do. We prioritize understanding each client's unique needs and goals, fostering long-term strategic partnerships that transcend typical attorney-client dynamics. Our commitment ensures we are not just legal advisors, but strategic partners investing in our clients' success. We leverage our extensive network to facilitate strategic introductions that build our clients' businesses, strengthening the broader industry.

We win when our clients win. We relentlessly pursue the best outcomes in every case and transaction, adapting our strategy to overcome any obstacles in our path. By leveraging our expertise, experience, and most importantly, passion, we consistently exceed expectations. Our commitment to results extends beyond our clients, ensuring we make a positive impact on the broader business community and industry.



RELATIONSHIP FOCUSED.
RESULTS DRIVEN.