

GNCC CAPITAL, INC.

DISCLOSURE OF MATERIAL STOCKHOLDING

THIS FILING ONLY REFERS TO THE NON VOTING SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK

ACQUISITION

REPORTING STOCKHOLDER:

HIGHWAVE MANAGEMENT CORP.

REPORTING DATE: NOVEMBER 17, 2014

STOCKHOLDER:

HIGHWAVE MANAGEMENT CORP

CAPACITY:

NON AFFILIATE

NUMBER OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK HELD AS AT NOVEMBER 17, 2014:

110,546

PERCENTAGE INTEREST IN SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK AS AT NOVEMBER 17, 2014

1.74%

NUMBER OF OUTSTANDING SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK OF ISSUER AS AT NOVEMBER 17, 2014:

6,320,452

ADDITIONS AND/OR DISPOSALS BY STOCKHOLDER OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK SINCE LAST REPORTING DATE BY STOCKHOLDER:

ACQUISITION OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK BY STOCKHOLDER:-

The Stockholder acquired 40,546 of these shares of Series B Convertible Preferred Stock on June 17, 2014. The details of this acquisition are set out in an OTC Supplemental Information Filing dated June 17, 2014. These shares of Series B Convertible Preferred Stock were issued at a price of $1.00 each, Par Value, $0.00001.

The Stockholder was issued an additional of 15,000 of these shares of Series B Convertible Preferred Stock on September 19, 2014 in settlement of a payment of $15,000 due to David Jack Harris in terms of his Advisory Committee Appointment Agreement.

The Stockholder was issued an additional of 40,000 of these shares of Series B Convertible Preferred Stock on September 19, 2014 in settlement of a payment of $40,000 due to Danny DeMichele in terms of the acquisition of Reputation Managers, LLC.

The Stockholder was issued an additional 15,000 of these shares of Series B Convertible Preferred Stock on November 17, 2014 in settlement of $15,000 arising from their cancellation of an amount of 150,000,000 shares of the Company’s Common Stock at a price of $0.0001 each.

VOTING RIGHTS OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK:

NONE

ISSUER NOTE TO THIS STOCKHOLDER DISCLOSURE:

Under the OTC Markets Disclosure Rules, any shares of GNCC Capital, Inc. Stock, acquired and/or disposed of, by any Stockholder holding in excess of (or having an interest in excess of) 10% (Ten percent) of the outstanding shares of Stock, must be disclosed on a filing; and within 5 (five) days from any such acquisition and/or disposal.

As this Stockholder is not an Insider, Affiliate, Officer, Director or a Control Person(s), this Stockholder Disclosure is strictly voluntary and it is not a regulatory requirement.

GNCC Capital, Inc. is only in a position to report and disclose: Stock Issuances and "Off Market" Stock Transactions as reported by the Transfer Agent to the Company.

GNCC Capital, Inc. is obviously not in any position to know of; and to therefore report or disclose and/or publish any transactions conducted in the market by stockholders or by market participants; or to know of; and to therefore report or disclose and/or publish any transactions conducted by Clearing Firms and/or Individual Broker Dealers, either as Principals or on behalf of Clients.

This disclosure by the Stockholder is deemed to be in the interests of increased transparency and guidance to investors and to all of our stockholders.