ALEX R. STAVROU, ESQUIRE
Alex R. Stavrou, P.A.
300 South Hyde Park Ave
Suite 180
Tampa, Florida 33606
Phone: (813) 251-1289
Fax: (813) 489-2528

August 28, 2015

OTC Markets Group
304 Hudson Street,
3rd Floor
New York, NY 10013

RE: Legal Opinion for GNCC Capital Corporation (GNCP.PK) Regarding Adequate Current Information and Annual Report Requirements for the year ended September 30, 2014.

This letter serves as a legal opinion for OTC Markets Group Inc. ("OTC Markets Group") to rely upon in determining whether GNCC Capital, Inc. ("GNCP.PK") has made adequate current information publicly available within the meaning of Rule 144(c)(2) under the Securities Act of 1933. The undersigned counsel, Alex R. Stavrou, Esq., is a U.S. Citizen and has been retained by GNCC Capital for the purpose of rendering this legal opinion letter and related matters. Such opinion is based upon the recent filing of the Annual Report for the period ending September 30, 2014, as filed August 5, 2015. The ultimate conclusion and opinion has not changed since the prior opinion was rendered on March 6, 2014 and in respect of the period ending September 30, 2013 and filed on February 23, 2014.

I have examined the various corporate records and documents and related questions of law necessary and appropriate for the preparation and performance of a thorough legal review and for the issuance of this letter.

I am licensed to practice before all Florida state courts and the U.S. District Court, Middle District of Florida. I am permitted to practice before the Securities and Exchange Commission ("SEC") and have never been prohibited from practice in any jurisdiction or court.

I have not relied upon the work of any other counsel in the preparation of this letter.

The Company is not a reporting issuer under the Securities Exchange Act of 1934 *("Exchange Act")* and, therefore, does not file periodic reports with the SEC.

In preparing this legal opinion, I have relied upon interviews and communications from Ronald Y. Lowenthal, Executive Chairman and Director, and Nicholas Edward "Ted" Blom, the President, Chief Executive Officer, Chief Financial Officer and Director. In my opinion, and to the best of my knowledge, these individuals were highly credible and reliable, as was all the information they provided.

In preparing this opinion, I reviewed the following documents:

1. Filings with the Secretary of State of Delaware and with the Secretary of State of Wyoming as to the Corporation.

2. GNCC Capital, Inc. Articles of Incorporation, dated October 20, 2008, and as amended, dated November 12, 2008. As Posted on OTC Disclosures on December 12, 2011.

3. Bylaws of GNCC Capital, Inc. dated April 30, 2010 as posted on OTC Disclosures.

4. The Annual Report of unaudited financial statements for the financial year ended September 30, 2011 as posted on OTC Disclosures on December 13, 2011, the Annual Report for September 30, 2012, as posted on OTC Disclosures on February 3, 2013 and the Annual Report for September 30, 2013 as posted on the OTC Disclosures on February 23, 2014.

5. The Initial Company Information and Disclosure Statement, which is the filing of the Initial Company Information and Disclosure Report as posted for the period end date of December 12, 2011 on OTC Disclosures on December 13, 2011.

6. Attached Exhibits to the Initial Company Information, as posted on OTC Disclosures on December 13, 2011; such disclosures encompassed some 4,100 pages of the Corporations executive agreements, compensation agreements, Board of director resolutions, resignations, appointments, convertible notes, stock trading agreements, amendments to convertible notes, and other documents of a material nature to the operation of the Company. It should be noted such disclosure is more than adequate for the information normally disclosed for these purposes.

7. Quarterly Report for December 31, 2013 as filed on May 14, 2014, Quarterly Report for March 31, 2014 as filed on April 21, 2014 and Quarterly Report for June 30, 2014 as filed on April 25, 2014.

8. Quarterly Report for December 31, 2012 as filed February 3, 2013, Quarterly Report for March 31, 2013, as filed May 20, 2013, and Quarterly Report for June 30, 2013, as filed on August 28, 2013.

9. The Quarterly Report with Financials for the period ending March 31, 2012, including other disclosures, filed May 13, 2012, the Quarterly Report with Financials for the period ending June 30, 2012, which includes their normally present extensive and exhaustive disclosures, posted on OTC Disclosures on September 16, 2012.

10. The Corporations web site which is readily published and available at www.gncc-capital.com. Such site includes all material agreements, former SEC filings, corporate governance matters, all-inclusive share information, information on all of the Company's holdings, and numerous other items that suffice for normal disclosure and beyond.

11. Various other corporate records necessary and prepared by management.

12. The Annual Report of unaudited financial statements for the financial year ended September 30, 2014 as posted on OTC Disclosures on August 5, 2015.

13. The Quarterly Report with Financials for the period ending December 31, 2014 which includes their normally present extensive and exhaustive disclosures. Such was posted on OTC Disclosures on August 6, 2015.

14. The Quarterly Report with Financials for the period ending March 31, 2015, which includes their normally present extensive and exhaustive disclosures. Such was posted on OTC Disclosures on August 6, 2015.

15. The Quarterly Report with Financials for the period ending June 30, 2015 which includes their normally present extensive and exhaustive disclosures. Such was posted on OTC Disclosures on August 9, 2015.

Counsel discussed the above disclosures with the named directors and officers, and found them to be knowledgeable and credible as to the documents content and origin.

At present, "adequate public information" is available concerning the securities, as that term has been defined in Rule 144(c)(2) of the Securities Act; includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c2-11 under the Securities Exchange Act of 1934 (the "Exchange Act"); complies as to the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcmarkets.com; and such documents as referenced have been posted through the OTC Disclosure and News Service, as certified by both Ronald Y. Lowenthal, Executive Chairman and Director, and Nicholas Edward "Ted" Blom, the President, Chief Executive Officer, Chief Financial Officer and Director.

The party responsible for the preparation of the financial statements of the issuer is:

Ronald Lowenthal,
Executive Chairman and Director
Renasa House
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

The financial statements are unaudited. The financial statements were prepared under the direction of Ronald Lowenthal in his capacity of Executive Chairman of the Company. While Mr. Lowenthal is not an American citizen or resident, he has previously served as an officer or director of American companies and is a graduate of the Wharton Business School of the University of Pennsylvania. Mr. Lowenthal has experience with GAAP accounting through these prior positions as well as his continued service with the Company, and he is believed to be qualified in the preparation of GAAP financial statements. The financial statements are unaudited.

The Fiscal Year End for GNCC Capital is September 30th.

As of August 28, 2015, and on the date of this letter, GNCC Capital's transfer agent was and is:

Madison Stock Transfer Inc.
1688E 16th Street
Brooklyn,
NY 11229-2935
Phone: 718-627-4453

The referenced transfer agent is registered with the SEC. In order to confirm the number of outstanding shares, I asked the Issuer to cause the transfer agent to send a current stockholder's list and to confirm in writing the number of shares outstanding. On September 30, 2014, and upon the date of filing of August 5, 2015, Madison Stock Transfer confirmed that there were 16,191,103,470 shares outstanding on that date. To the best of my knowledge, information, and belief, after an inquiry of the aforementioned, no additional shares were issued during that quarter.

I have personally met with management and the directors for this Annual Report dated August 5, 2015 in respect of the year ended September 30, 2014, being Ronald Lowenthal and Nicholas "Ted" Blom; I have reviewed the information, as amended published by the Issuer through the OTC Disclosure and News Services; and discussed the Information with management and the director majority.

After inquiry of management and the directors, to the best of my knowledge, neither the Issuer, nor any 5% or greater holder as set forth on the Initial Disclosure, nor the undersigned is currently under investigation by any federal or state regulatory authority for any violation of federal or states securities laws. In addition Counsel made enquiries as to each person and entity listed in Item 14 of the Initial Company Information and found that there were no reported or unreported sales, and that none of them within the twelve-month period prior to the opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to the attention of counsel indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

No person other than OTC Markets Group is entitled to rely on this legal review. I hereby grant OTC Markets Group full and complete permission and rights to publish this letter through the OTC Disclosure and News Service for viewing by the public and regulators.

I do not express any opinion herein concerning any law other than the laws of the United States and the jurisdictions where I am permitted to render opinions. I hereby furnish this opinion solely for the benefit of OTC Markets and the Issuer. This opinion is therefore to be used for that sole purpose. I do not assume, nor imply, any responsibility or obligation to make updates to this opinion beyond the date of this letter.

GNCC Capital, Inc. has not been involved in promotional activities during the reported period.

The following addresses each executive officer, director, general partner, and other control persons and; for any finder, consultant, or any other advisor to GNCC Capital, Inc. that assisted, prepared or provided information with respect to GNCC Capital, Inc.'s disclosure or who received securities as consideration for services rendered to GNCC Capital, Inc.:

SHARES OF COMMON STOCK HELD:

RONALD YADIN LOWENTHAL — 12,000,000
Renasa House
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

NICOLAAS EDWARD "TED" BLOM — 12,000,000
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

SHARES OF SERIES F CONVERTIBLE PREFERRED STOCK HELD:

RONALD YADIN LOWENTHAL 50,000
Renasa House
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

NICOLAAS EDWARD "TED" BLOM 50,000
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

SHARES OF SERIES G CONVERTIBLE PREFERRED STOCK HELD:

RONALD YADIN LOWENTHAL 240,000
Renasa House
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

NICOLAAS EDWARD "TED" BLOM 277,500
170 Oxford Road
Melrose
Gauteng
2196
Republic of South Africa

Messer's Lowenthal and Blom prepared the MD&A; financial reports were posted with OTC Markets alternative reporting service.

The undersigned has made a specific inquiry of each of the persons listed above. Based upon such inquiries and other information available to me, any sales of the Securities by Insiders within the twelve month period prior to this legal opinion have been made in compliance with Rule 144, including, without limitation, any required filings of Form 144, and nothing has come to my attention indicating that any of the Insiders is in possession of any material non-public information regarding the Issuer or the Securities that would prohibit any of them from buying or selling the Securities under Rules 10b-5 or 10b5-1 under the Exchange Act.

For questions or issues concerning this legal opinion and review, please contact me at the address and phone number listed above.

Sincerely,



Alex R. Stavrou