

GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION

CERTIFICATE OF DESIGNATION OF

SERIES E CONVERTIBLE PREFERRED STOCK

AUGUST 26, 2015

FILED: SEPTEMBER 2, 2015

CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION:

On August 26, 2015, the Company Directors adopted resolutions amended the Corporation's Certificate of Incorporation, as follows:

AUTHORIZATION OF SERIES E CONVERTIBLE PREFERENCE SHARES

The Directors of GNCC Capital, Inc. filed a Certificate of Amendment of Certificate of Incorporation, with the Secretary of State in Wyoming; to authorize the Series E Convertible Preference Shares. This was effective from September 1, 2015.

The salient terms of the Series E Convertible Preference Shares:-

Number of Authorized: 30,000,000 (Thirty million)
Par Value: $0.00001
Intended Issue Price: $1.00

The shares of Series E Convertible Preferred Stock bear interest at the rate of 4% (Four percent) per annum and are unsecured.

They are not redeemable for a period of less than 1 (One) year from the date of issue.

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series E Convertible Preferred Stock, the holders of Series E Convertible Preferred Stock shall not have voting rights.

Each share of Series E Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued, and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series E Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series E Conversion Price" shall be 85% (Eighty five percent) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series E Conversion Price, and the rate at which shares of Series E Convertible Preferred Stock may be converted into shares of Common Stock. Shares of Series E Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

These Series E Convertible Preference Shares will not be admitted for trading on any market.

NOTE:-

These shares of Series E Convertible Preferred Stock will be issued initially to settle the Company's outstanding Convertible Loan Notes plus accrued interest as well as other liabilities going forward.

DATED: SEPTEMBER 2, 2015

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

EXHIBIT:

Certificate of Designation of Series E Convertible Preferred Stock dated August 26, 2015.

Resolution of the Board of Directors dated August 26, 2015.

CERTIFICATE OF DESIGNATION
OF
SERIES E CONVERTIBLE PREFERRED STOCK
OF
GNCC CAPITAL, INC.

Pursuant to Section Wyoming Statutes 17-16-602

GNCC Capital, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Wyoming (the "Corporation"),

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Wyoming Statutes 17-16-602, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on August 26, 2015, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 30,000,000 (Thirty million) shares of Preferred Stock, $0.00001 par value, designated as Series E Convertible Preferred Stock:

RESOLVED:

That pursuant to the authority vested in the Board in accordance with the provisions of the Certificate of Incorporation of the Corporation and Wyoming Statutes 17-16-602, the Board does hereby create, authorize and provide for the issuance of a Series E Convertible Preferred Stock, $0.00001 par value, of the Corporation, hereby designated as "Series E Convertible Preferred Stock," having the voting powers, designation, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof that are set forth as follows:

Section 1: DESIGNATION AND AUTHORIZED SHARES

30,000,000 (Thirty million) shares of Preferred Stock, par value $0.00001 per share, of the Corporation are hereby designated as Series E Convertible Preferred Stock (the "Series E Preferred Stock").

Section 2: STATED VALUE

Each share of Series E Convertible Preferred Stock shall have a stated value of $0.00001 per share (the "Stated Value").

Section 3: DIVIDEND PREFERENCE

Each share shall bear dividends at the rate of $0.04 (Four cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series E Convertible Preferred Stock shall be entitled to receive payment of a liquidation preference in the amount of the Stated Value plus accrued and unpaid dividends (the "Liquidation Preference").

Section 5: VOTING

Except as otherwise expressly required by law and with respect to matter affecting the rights and preferences of the Series E Convertible Preferred Stock, the holders of Series E Convertible Preferred Stock shall not have voting rights.

As to matters affecting the rights or preferences of the Series E Convertible Preferred Stock, the holders thereof shall vote as a separate class.

As to matters where voting rights are required by law, the holders of Series E Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) ***Conversion Right.***

Each share of Series E Convertible Preferred Stock shall be convertible, at the option of the holder thereof, at any time after 1 (One) one year after the date such share was issued (subject to the limitations set forth in Section 6.c below), and without the payment of additional consideration by the holder thereof, into such number of fully-paid and non-assessable shares of Common Stock as is determined by dividing the Stated Value per share, by the Series E Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The "Series E Conversion Price" shall be 85% (Eighty five percent) of the average trading price for the 5 (Five) consecutive trading days next preceding the date of the notice of conversion as reported on OTCMarkets.com or such other United States trading market or stock exchange as shall then be the primary market (by volume) for the Corporation's shares of common stock; provided, however, that the Series E Conversion Price, and the rate at which shares of Series E Convertible Preferred Stock may be converted into shares of Common Stock, shall be subject to adjustment as provided in Section 7 below. Shares of Series E Convertible Preferred Stock converted into shares of Common Stock in accordance with the terms hereof shall be canceled and shall not be reissued.

(b) ***Conversion Procedure.***

In order to exercise the conversion privilege under Section 6, the holder of any shares of Series E Convertible Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series E Convertible Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice.

At such time as the certificate or certificates representing the Series E Convertible Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to Section 6.

In case of conversion under Section 6 of only a part of the shares of Series E Convertible Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series E Convertible Preferred Stock which have not been converted.

Until such time as the certificate or certificates representing Series E Convertible Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series E Convertible Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series E Convertible Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series E Convertible Preferred Stock have been converted.

The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series E Convertible Preferred Stock Series Preferred Stock.

(c) ***Maximum Conversion.***

Notwithstanding anything to the contrary contained herein, a holder of shares of Series E Convertible Preferred Stock shall not be entitled to convert shares of Series E Convertible Preferred Stock if upon such conversion the number of shares of Common Stock to be received, together with the number of shares of Common Stock beneficially owned by the holder and its affiliates on the conversion date, would result in beneficial ownership by the holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock of the Corporation on such conversion date.

For the purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended, and Regulation 13d-3 thereunder.

The holder shall have the authority and obligation to determine whether the restriction contained in this Section 6(c) will limit any conversion hereunder and to the extent that the holder determines that the limitation contained in this Section applies, the determination of the number of shares of Series E Convertible Preferred Stock that are convertible shall be the responsibility and obligation of the holder.

The holder may waive the conversion limitation described in this Section 6(c), in whole or in part, upon and effective after 61 (Sixty one) days prior written notice to the Corporation to increase such percentage to up to 9.99%.

Section 7: OTHER PROVISIONS

(a) Reservation of Common Stock.

The Corporation shall at all times reserve from its authorized Common Stock, one hundred ten percent (110%) of the maximum aggregate number of shares of Common Stock issued or issuable upon conversion of all Series E Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series E Convertible Preferred Stock may deem and treat the record holder of any shares of Series E Convertible Preferred Stock as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 8: RESTRICTIONS AND LIMITATIONS

Except as expressly provided herein or as required by law so long as any shares of Series E Convertible Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series E Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series E Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) ***Stock Dividends and Stock Splits.***

If the Corporation, at any time while the Series E Convertible Preferred Stock subsequent to the fifth consecutive trading day prior to the date of a notice of conversion:

(A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series E Convertible Preferred Stock of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporation, each share of Series E Convertible Preferred Stock.

(B) Series E Convertible Preferred Stock shall receive such consideration as if such number of shares of Series E Convertible Preferred Stock had immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of the number of shares of Common Stock into which it could convert at such time. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

(b) Fundamental Transaction.

If, at any time while the Series E Convertible Preferred Stock is outstanding:

(A) the Corporation effects any merger or consolidation of the Corporation with or into another person; or

(B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions; or

(C) any tender offer or exchange offer (whether by the Corporation or another person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property; or

(D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series E Convertible Preferred Stock, the holders shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been, immediately prior to such Fundamental Transaction, the holder of such shares of Common Stock.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of August, 2015.

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE CHAIRMAN & TREASURER

GNCC CAPITAL, INC.
(the "Company")

RESOLUTIONS OF THE DIRECTORS

The undersigned, being the directors of the Company, a Wyoming corporation, by consent in writing pursuant to the authority contained in the corporate law of the State of Wyoming and without the formality of convening a meeting, do hereby consent to the following actions of the Company:

WHEREAS: After due deliberation the Board of Directors have determined that it is in the best interests of the Company and its shareholders to create and designate a new series of the Company's preferred stock, entitled the "Series E Convertible Preferred Stock" (the "Series E Preferred"); and

WHEREAS: pursuant to Wyoming Statutes 17-16-602, the Series E Preferred may be created and its terms designated by resolutions of the Board of Directors;

BE IT RESOLVED THAT:

1. The attached Certificate of Designation of Series E Convertible Preferred Stock is HEREBY APPROVED; and

2. The directors and officers of the Company be and are hereby authorized, empowered and directed to take any and all such actions as in their discretion they deem necessary or expedient to effectuate the purposes of the foregoing resolutions; and

3. This resolution may be signed by the directors in as many counterparts as may be necessary, each of which shall be deemed to be an original (and each signed copy sent by electronic facsimile transmission shall be deemed to be an original), and such counterparts together shall constitute one and the same instrument and notwithstanding the date of execution shall be deemed to bear the date as set forth above.

Dated as of August 26, 2015

BY:

GNCC CAPITAL, INC.



NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT & SECRETARY

RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE CHAIRMAN & TREASURER