

GNCC CAPITAL, INC.

DISCLOSURE OF MATERIAL STOCKHOLDING

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

ACQUISITION

REPORTING STOCKHOLDER:

NEUTRAL BAY INVESTMENTS, S.A.

EFFECTIVE DATE: **SEPTEMBER 2, 2015**

STOCKHOLDER:

NEUTRAL BAY INVESTMENTS, S.A.

CAPACITY:

NON INSIDER / NON AFFILIATE

NUMBER OF SHARES OF SERIES E CONVERTIBLE PREFERRED STOCK HELD AS AT SEPTEMBER 2, 2015:

1,398,329

PERCENTAGE INTEREST IN SHARES OF SERIES E CONVERTIBLE PREFERRED STOCK AS AT SEPTEMBER 2, 2015

7.14%

NUMBER OF OUTSTANDING SHARES OF SERIES E CONVERTIBLE PREFERRED STOCK OF ISSUER AS AT SEPTEMBER 2, 2015:

19,597,866

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

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

The Stockholder was issued 1,398,329 shares of Series E Convertible Preferred Stock on September 2, 2015 in settlement of various outstanding Convertible Loan Notes plus accrued interest.

VOTING RIGHTS OF SHARES OF SERIES E 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 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.