


# GNCC CAPITAL, INC.

## DISCLOSURE OF MATERIAL STOCKHOLDING

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

## CONVERSION

## REPORTING STOCKHOLDER:

**MATRIX INVESTMENT SOLUTIONS AG**

**EFFECTIVE DATE:** **NOVEMBER 9, 2015**

**STOCKHOLDER**:

MATRIX INVESTMENT SOLUTIONS AG

**CAPACITY**:

NON AFFILIATE

**NUMBER OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK HELD AS AT NOVEMBER 9, 2015**:

966,277

**PERCENTAGE INTEREST IN SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK AS AT NOVEMBER 9, 2015**

14.04%

**NUMBER OF OUTSTANDING SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK OF ISSUER AS AT NOVEMBER 9, 2015:**

6,882,033

**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 the amount of 1,096,277 shares of Series B Convertible Preferred Stock on July 25, 2014 in an “off the market” transaction from Searchlight Exploration, LLC.

PARTIAL CONVERSION OF SHARES OF SERIES B CONVERTIBLE PREFERRED STOCK BY STOCKHOLDER:-

The Stockholder converted the amount of 135,000 shares of Series B Convertible Preferred Stock on November 9, 2015 into an amount of 2,600,000,000 restricted shares of Common Stock.

**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.