



GNCC CAPITAL, INC.

DISCLOSURE OF MATERIAL STOCKHOLDING

**THIS FILING ONLY REFERS TO NON VOTING
SHARES OF SERIES "A" CONVERTIBLE PREFERRED
STOCK**

DISPOSAL

REPORTING STOCKHOLDER:

CASTLEWOOD CAPITAL GROUP, S.A.

REPORTING DATE: OCTOBER 25, 2019

STOCKHOLDER:

CASTLEWOOD CAPITAL GROUP, S.A.

CAPACITY:

NON AFFILIATE

NUMBER OF SHARES OF SERIES “A” CONVERTIBLE PREFERRED STOCK HELD AS AT OCTOBER 25, 2019:

NIL

PERCENTAGE INTEREST IN OUTSTANDING SHARES OF SERIES “A” CONVERTIBLE PREFERRED STOCK AS AT OCTOBER 25, 2019:

NIL

NUMBER OF OUTSTANDING SHARES OF SERIES “A” CONVERTIBLE PREFERRED STOCK AS AT OCTOBER 25, 2019:

4,559,467

VOTING RIGHTS OF SHARES OF SERIES “A” CONVERTIBLE PREFERRED STOCK:

NONE

NOTES:

On October 25, 2019, Premier Equity Investments, Inc. (“Premier”); a 100% controlled Corporation of Premier Development & Investment, Inc. (OTC: PDIV) acquired an amount of 226,986 shares of GNCC Capital, Inc. Series “A” Convertible Preferred Stock in an “off market” transaction from this Reporting Stockholder.

These shares of Series “A” Convertible Preferred Stock (“Series “A”) were the last remaining holdings of this Reporting Stockholder (of Series “A”) and includes arrear Dividends as capitalized as at June 30, 2019.

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.

If this Stockholder is an Insider, Affiliate, Officer, Director or a Control Person(s), this Stockholder Disclosure is 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.