



GNCC CAPITAL, INC.

SUPPLEMENTARY FILING

ISSUANCE OF SERIES A

CONVERTIBLE PREFERRED STOCK

SETTLEMENT IN FULL OF ALL OUTSTANDING

PAYMENT IN KIND NOTES

NOVEMBER 6, 2013

ISSUANCE OF SERIES A CONVERTIBLE PREFERRED STOCK TO HOLDERS OF PIK NOTES ARISING FROM THE ACQUISITION OF THE “WHITE HILLS” GOLD PROPERTIES

SETTLEMENT OF IN EXCESS OF \$4 MILLION IN DEBT TO A CONVERSION TO EQUITY THROUGH SERIES A CONVERTIBLE PREFERRED STOCK

BACKGROUND:

GNCC Capital, Inc. (“the Company”) acquired the “White Hills” Gold Exploration Properties in Arizona (“White Hills”) on June 17, 2013 in the total amount of \$10,000,000 (Ten million dollars).

- The purchase consideration was in the total amount of \$10,000,000 (Ten million dollars), settled through the issuance of Convertible Loan Notes on June 17, 2013 to the 13 different sellers in the amount of \$6,000,000 (Six million dollars) and the Company issued Payment In Kind (“PIK”) Notes to the 13 different sellers in the amount of \$4,000,000 (Four million dollars) on June 17, 2013.
- The PIK Notes bear interest at the rate of 8% (Eight percent) per annum.
- The Company was obligated to establish a new wholly owned subsidiary Corporation, to hold “White Hills” (hereinafter referred to as “Subco”). Subco will be funded by the Company.
- The PIK Notes are to be secured by the shares of Subco Common Stock and over the Company’s Loan Account to Subco from time to time.
- The Company had undertaken to create Convertible Preference Shares on or before October 1, 2013. The Convertible Preference Shares will bear interest at the rate of 6% (Six percent) per annum and are to be secured by the shares of Subco Common Stock and over the Company’s Loan Account to Subco from time to time. The Company undertook to issue to the holders of the PIK Notes, these Convertible Preference Shares, on October 1, 2013 and the PIK Notes would then be cancelled.

INCORPORATION OF WHITE HILLS GOLD EXPLORATION, INC.:

The Company incorporated a new wholly owned subsidiary Corporation to hold its interests in “White Hills”.

This Corporation is named:

WHITE HILLS GOLD EXPLORATION, INC.

This Corporation was incorporated in the State of Wyoming on October 22, 2013.

The Corporation is in the process of obtaining a License to conduct business in the State of Arizona.

OPERATIONS OF “WHITE HILLS”:

All of GNCC Capital, Inc. operations and activities at “White Hills” will be exclusively conducted and operated through White Hills Gold Exploration, Inc. with effect as from November 1, 2013.

AUTHORIZATION OF SERIES A CONVERTIBLE PREFERRED STOCK:

On October 30, 2013 and on October 31, 2013, the Company filed at the Secretary of State, Delaware to:

- 1) Increase the Authorized shares to an amount of 10,100,000,000 (Ten billion one hundred thousand). An amount of 10,000,000,000 (Ten billion) are shares of Common Stock, Par Value \$0.00001 this amount is as required by the terms of the Series A Convertible Preferred Stock Agreements; and the additional amount of 100,000,000 (One hundred million) are shares of Preferred Stock, Par Value \$0.00001.
- 2) Designated an amount of 10,000,000 (Ten million) to be authorized as Series A Convertible Preferred Stock.

ISSUANCE OF THE SERIES A CONVERTIBLE PREFERRED STOCK:

On November 1, 2013, GNCC Capital, Inc. issued a total amount of 4,118,361 (Four million one hundred and eighteen thousand three hundred and sixty one) shares of Series A Convertible Stock to the holders of these outstanding Payment In Kind (“PIK”) Notes.

An amount of \$4,000,000 (Four million) was the capital amount owed and the amount of \$118,361 (One hundred and eighteen thousand three hundred and sixty one dollars) was accrued interest on these PIK Notes.

These shares of Series A Convertible Preferred Stock were issued at a price of \$1.00 (One dollar) each.

A COPY OF THE SERIES A CONVERTIBLE PREFERRED STOCK DESIGNATION IS ANNEXED TO THIS FILING AS AN EXHIBIT.

The Series A Convertible Preferred Stock were issued on November 1, 2013, as follows:

<u>Stockholder Name</u>	<u>Number of Series A Issued</u>
Anaconda Exploration, LLC	\$ 407,721
Castlewood Capital Group, S.A.	\$ 309,220
Highwave Management Corp.	\$ 309,220
Streetside Holdings AG	\$ 309,220
Artco Capital Ltd.	\$ 309,220
Insight Holdings, S.A.	\$ 309,220
Emerald International Corporation	\$ 309,220
Saffron Ventures GmbH	\$ 309,220
Liberty Investment Services Ltd.	\$ 309,220
Macy Ocean Enterprises, Inc.	\$ 309,220
Neutral Bay Investments, S.A.	\$ 309,220
Diamond Peak Resource Corporation	\$ 309,220
Western Treasure Holdings Corp.	\$ 309,220
TOTAL	<u>\$4,118,361</u>

These shares of Series A Convertible Preferred Stock were issued at a price of \$1.00 (One dollar) each.

On June 17, 2013, the PIK Notes Issued:

<u>PIK Note Issued To</u>	<u>Amount</u>
Anaconda Exploration, LLC	\$ 396,000
Castlewood Capital Group, S.A.	\$ 300,333
Highwave Management Corp.	\$ 300,333
Streetside Holdings AG	\$ 300,333
Artco Capital Ltd.	\$ 300,333
Insight Holdings, S.A.	\$ 300,333
Emerald International Corporation	\$ 300,333
Saffron Ventures GmbH	\$ 300,333
Liberty Investment Services Ltd.	\$ 300,333
Macy Ocean Enterprises, Inc.	\$ 300,333
Neutral Bay Investments, S.A.	\$ 300,333
Diamond Peak Resource Corporation	\$ 300,333
Western Treasure Holdings Corp.	\$ 300,337
TOTAL	<u>\$4,000,000</u>

As at November 1, 2013, accrued interest owed on the PIK Notes:

<u>PIK Note Issued To</u>	<u>Amount</u>
Anaconda Exploration, LLC	\$ 11,717
Castlewood Capital Group, S.A.	\$ 8,887
Highwave Management Corp.	\$ 8,887
Streetside Holdings AG	\$ 8,887
Artco Capital Ltd.	\$ 8,887
Insight Holdings, S.A.	\$ 8,887
Emerald International Corporation	\$ 8,887
Saffron Ventures GmbH	\$ 8,887
Liberty Investment Services Ltd.	\$ 8,887
Macy Ocean Enterprises, Inc.	\$ 8,887
Neutral Bay Investments, S.A.	\$ 8,887
Diamond Peak Resource Corporation	\$ 8,887
Western Treasure Holdings Corp.	\$ 8,887
TOTAL	<u>\$ 118,361</u>

As at November 1, 2013, the capital plus interest on the PIK Notes:

<u>PIK Note Issued To</u>	<u>Amount</u>
Anaconda Exploration, LLC	\$ 407,721
Castlewood Capital Group, S.A.	\$ 309,220
Highwave Management Corp.	\$ 309,220
Streetside Holdings AG	\$ 309,220
Artco Capital Ltd.	\$ 309,220
Insight Holdings, S.A.	\$ 309,220
Emerald International Corporation	\$ 309,220
Saffron Ventures GmbH	\$ 309,220
Liberty Investment Services Ltd.	\$ 309,220
Macy Ocean Enterprises, Inc.	\$ 309,220
Neutral Bay Investments, S.A.	\$ 309,220
Diamond Peak Resource Corporation	\$ 309,220
Western Treasure Holdings Corp.	\$ 309,220
TOTAL	<u>\$4,118,361</u>

IMPACT UPON GNCC CAPITAL, INC.:

The settlement of the outstanding PIK Notes and the accrued interest upon these Notes, through the Issuance of these Series A Convertible Preference Shares has removed the current outstanding capital liability in the amount of \$4,000,000 (Four million dollars), plus accrued interest, to the Holders of these PIK Notes.

The incorporation of White Hills Gold Exploration, Inc. and the Issuance of the Series A Convertible Preference Shares to the Holders of the PIK Notes; has now completed the remaining conditions precedent in respect of the acquisition of "White Hills" by GNCC Capital, Inc.

ACCOUNTING TREATMENT:

White Hills Gold Exploration, Inc. will be accounted for a consolidated wholly owned subsidiary Corporation of GNCC Capital, Inc.

The \$4,000,000 (Four million) plus interest owed on the PIK Notes will be extinguished as a long term liability on the GNCC Capital, Inc. Balance Sheet and the shares of Series A Convertible Preferred Stock will be treated as Stockholders' Equity.

EXHIBITS:

Copy of Filings with the Secretary of State in Delaware dated November 5, 2013.

DATED: November 6, 2013

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 2013, AT 1:28 O'CLOCK P.M.

4603407 8100

131270345




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0870178

DATE: 11-05-13

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:28 PM 10/30/2013
FILED 01:28 PM 10/30/2013
SRV 131251234 - 4603407 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: That at a meeting of the Board of Directors of GNCC CAPITAL, INC. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

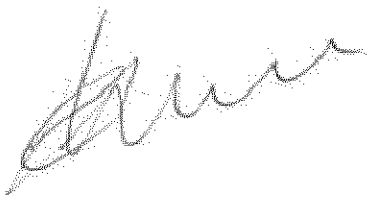
RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "Fourth" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is Ten billion (10,000,000,000), consisting of Ten billion (10,000,000,000) shares (10,000,000,000 shares) of Common Stock, \$0.00001 par value per share."


SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 30th day of October, 2013.



NICOLA AASE
GNCC CAPITAL, INC.
PRESIDENT, CHIEF EXECUTIVE
OFFICER & SECRETARY



RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN &
TREASURER

Delaware

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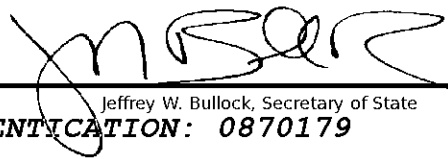
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF OCTOBER, A.D. 2013, AT 9:51 O'CLOCK A.M.

4603407 8100

131270345




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0870179

DATE: 11-05-13

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST:

That at a meeting of the Board of Directors of **GNCC CAPITAL, INC.** resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "**FOURTH**" so that, as amended, said Article shall be and read as follows:

SEE THE FOLLOWING PAGE FOR THE "FOURTH" AMENDMENTS

SECOND:

That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD:

That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

The Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"Fourth: The total number of shares of stock which the Corporation shall have the authority to issue is 10,100,000,000 (Ten billion one hundred million), consisting of 10,000,000,000 (Ten billion) shares of Common Stock, \$0.00001 par value per share and 100,000,000 (One hundred million) shares of Preferred Stock, \$0.00001 par value per share. Said shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors.

The shares of Preferred Stock may be issued and reissued from time to time in one or more series. The Board of Directors hereby is authorized to fix or alter the dividend rights, dividend rate, conversion rights, voting rights and terms of redemption (including, without limitation, sinking fund provisions and the redemption price or prices), the liquidation preferences, and any other rights, preferences, privileges, attributes or other matters with respect to any wholly unissued series of Preferred Stock, including the authority (a) to determine the number of shares constituting any such series and the designation thereof; and (b) to increase the number of shares of any series at any time. In case the outstanding shares of any series shall be reacquired or shall not be issued, such shares may be designated or re-designated and altered, and issued or reissued, hereunder, by action of the Board of Directors. The Board of Directors also shall have such other authority with respect to shares of Preferred Stock that may be reserved to the Board of Directors by law."

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed on this 31st day of October, 2013.

BY:

GNCC CAPITAL, INC.



**NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT &
SECRETARY**



**RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE
CHAIRMAN & TREASURER**

Delaware

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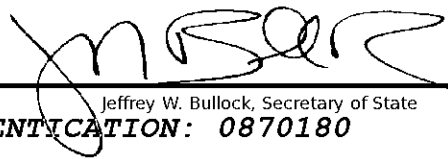
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF DESIGNATION OF "GNCC CAPITAL, INC.", FILED IN THIS OFFICE ON THE FIRST DAY OF NOVEMBER, A.D. 2013, AT 2:41 O'CLOCK P.M.

4603407 8100

131270345




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0870180

DATE: 11-05-13

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

**Pursuant to Section 151 of the
General Corporation Law of
The State of Delaware**

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

DOES HEREBY CERTIFY:

That, pursuant to authority conferred by the Corporation's Certificate of Incorporation and by the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation (the "Board"), by unanimous written consent on October 15, 2011, and as further amended on October 31, 2013, adopted the following resolutions, which resolutions remain in full force and effect on the date hereof, creating a series of 10,000,000 (Ten million) shares of Preferred Stock, \$0.00001 par value, designated as Series A 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 Section 151(g) of the General Corporation Law of the State of Delaware, the Board does hereby create, authorize and provide for the issuance of a Series A Convertible Preferred Stock, \$0.00001 par value, of the Corporation, hereby designated as "Series A 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

10,000,000 (Ten million) shares of Preferred Stock, par value \$0.00001 per share, of the Corporation are hereby designated as Series A Convertible Preferred Stock (the "Series A Preferred Stock").

Section 2: STATED VALUE

Each share of Series A 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 \$0.06 (Six cents) per share per annum, payable annually.

Section 4: LIQUIDATION PREFERENCE

Upon liquidation of the Corporation, the holders of the Series A 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").

The Liquidation Preference shall be payable from the proceeds of liquidation of the Corporation's interest in the White Hills Project and from the Corporation's equity and debt interest(s) in its subsidiary, White Hills Gold Exploration, Inc., incorporated in the State of Wyoming under Filing ID Number: 2013-000652731.

Section 5: VOTING

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

As to matters affecting the rights or preferences of the Series A 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 A Convertible Preferred Stock shall have such voting rights as are conferred by law.

Section 6: CONVERSION

(a) *Conversion Right.*

Each share of Series A 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 A Preferred Convertible Stock, Conversion Price in effect at the time of conversion.

The “Series A Conversion Price” shall be Fifty Percent (50%) 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 A Conversion Price, and the rate at which shares of Series A 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 A 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 A 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 A 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 A 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 A 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 A Convertible Preferred Stock which have not been converted.

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

(c) Maximum Conversion.

Notwithstanding anything to the contrary contained herein, a holder of shares of Series A Convertible Preferred Stock shall not be entitled to convert shares of Series A 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 A 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 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 A Convertible Preferred Stock, ignoring any conversion limits set forth herein.

(b) Record Holders.

The Corporation and its transfer agent, if any, for the Series A Convertible Preferred Stock may deem and treat the record holder of any shares of Series A 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 A 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 A Convertible Preferred Stock take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series A Convertible Preferred Stock.

Section 9: CERTAIN ADJUSTMENTS

(a) *Stock Dividends and Stock Splits.*

If the Corporation, at any time while the Series A 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 A 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 A Convertible Preferred Stock.
- (B) Series A Convertible Preferred Stock shall receive such consideration as if such number of shares of Series A 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.**

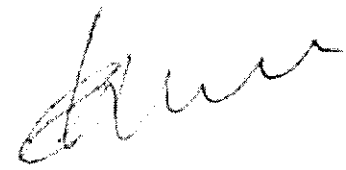
If, at any time while the Series A Convertible Preferred Stock is outstanding:

- (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 A 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 31st day of October, 2013.

BY:

GNCC CAPITAL, INC.



**NICOLAAS EDWARD BLOM
DIRECTOR / PRESIDENT &
SECRETARY**



**RONALD YADIN LOWENTHAL
DIRECTOR / EXECUTIVE
CHAIRMAN & TREASURER**