



GNCC CAPITAL, INC.

SUPPLEMENTAL INFORMATION

FEBRUARY 23, 2014

**FINAL PRICING IN RESPECT OF THE PARTIAL CONVERSIONS OF
OUTSTANDING CONVERTIBLE LOAN NOTES EFFECTED ON
DECEMBER 13, 2013 AND ON JANUARY 13, 2014**

BASED UPON FILING PUBLISHED ON JANUARY 26, 2014

PARTIAL CONVERSION OF CERTAIN CONVERTIBLE LOAN NOTES:

On December 13, 2013 (“the Conversion Date”), the Company and certain Convertible Loan Note Holders agreed to a partial conversion of certain of the outstanding Convertible Loan Notes issued by the Company on May 3, 2010.

On the Conversion Date, the shares of restricted Common Stock were issued to the Convertible Loan Note Holders at a price of \$0.0003 (“the Conversion Price”), the then trading price of the Company’s shares of Common Stock.

VARIATION OF ORIGINAL ISSUANCE TERMS FILED ON JANUARY 13, 2014:

In the interests of fairness to all stockholders, the Company’s Management managed to obtain an agreement from all of the Company’s Convertible Loan Note Holders, as follows:

That the Conversion Price shall not be at \$0.0003 per share of Common Stock, but shall be accounted for at a price of \$0.0006 per share of Common Stock.

This final price per share of Common Stock shall then be calculated on the average price per share traded in the period commencing upon January 13, 2014 to January 31, 2014. This to be calculated by taking the total Dollar Trading Volume in that period and divided by the total number of shares traded in that period.

The Conversion Price would be set on January 31, 2014 after the market close. This is to be referred to as “The Adjusted Conversion Price”.

This serves to protect the interests of both stockholders and the Loan Note Holders.

FURTHER VARIATION OF THE ORIGINAL ISSUANCE TERMS EFFECTIVE JANUARY 24, 2014:

The final price per share of Common Stock shall now be calculated on the average price per share traded in the period commencing upon January 13, 2014 to February 21, 2014 AND NOT on January 31, 2014. This to be calculated by taking the total Dollar Trading Volume in that period and divided by the total number of shares traded in that period.

The Conversion Price would be set on February 21, 2014 after the market close AND NOT on January 31, 2014 after the market close. This is to be referred to as “The Final Adjusted Conversion Price”.

This serves to protect the interests of both stockholders and the Loan Note Holders insofar as the price per share of our Common Stock, on the existing time period (Being to January 31, 2014), would be far lower than the \$0.0006 per share of Common Stock being sought by the Company.

SCHEDULE OF TRADING UTILIZED TO CALCULATE THE FINAL CONVERSION PRICE

| Date | Number of Shares | Dollar Amount |
|--------------|-----------------------------|---------------------------|
| 01/13/2014 | 345,206,258 | 162,497 |
| 01/14/2014 | 85,578,434 | 33,119 |
| 01/15/2014 | 97,564,863 | 46,829 |
| 01/16/2014 | 70,902,798 | 26,626 |
| 01/17/2014 | 40,867,666 | 14,191 |
| 01/21/2014 | 44,230,170 | 17,347 |
| 01/22/2014 | 43,896,661 | 16,920 |
| 01/23/2014 | 527,566,661 | 126,584 |
| 01/24/2014 | 229,637,092 | 47,981 |
| 01/27/2014 | 102,830,464 | 22,568 |
| 01/28/2014 | 59,224,340 | 12,031 |
| 01/29/2014 | 160,000,573 | 31,691 |
| 01/30/2014 | 49,685,660 | 9,947 |
| 01/31/2014 | 45,328,977 | 9,572 |
| 02/03/2014 | 597,562,354 | 49,628 |
| 02/04/2014 | 275,921,811 | 47,134 |
| 02/05/2014 | 228,413,962 | 39,973 |
| 02/06/2014 | 84,606,061 | 13,997 |
| 02/07/2014 | 480,509,606 | 121,996 |
| 02/10/2014 | 347,341,027 | 79,711 |
| 02/11/2014 | 554,060,632 | 110,770 |
| 02/12/2014 | 309,597,058 | 64,908 |
| 02/13/2014 | 131,986,039 | 29,802 |
| 02/14/2014 | 120,788,456 | 24,885 |
| 02/18/2014 | 102,348,100 | 27,733 |
| 02/19/2014 | 75,204,133 | 19,812 |
| 02/20/2014 | 739,541,158 | 255,590 |
| 02/21/2014 | 672,604,820 | 328,262 |
| TOTAL | <u>6,623,005,834</u> | <u>\$1,792,104</u> |

The average price per share of Common Stock traded in the “Final Conversion Price” period utilized to calculate the issuance price of the shares of Common Stock issued on December 13, 2013 and released upon January 13, 2014; is in the amount of \$0.00027 per share of Common Stock.

The Partial Loan Note Conversions executed upon December 13, 2013 and effective on January 13, 2014, and amended on January 24, 2014, finalized on February 21, 2014; are as follows:

1. An amount of \$81,000* (Eighty one thousand dollars) was converted by Searchlight Exploration, LLC at a price of \$0.00027* per share of Common Stock. As a result, an amount of 300,000,000 (Three hundred million) shares of restricted Common Stock were issued by the Company to Searchlight Exploration, LLC.

*Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

2. An amount of \$162,000* (One hundred and sixty two thousand dollars) was converted by Stelan Real Estate Management, Inc. at a price of \$0.00027* per share of Common Stock. As a result, an amount of 600,000,000 (Six hundred million) shares of restricted Common Stock were issued by the Company to Stelan Real Estate Management, Inc.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

3. An amount of \$81,000* (Eighty one thousand dollars) was converted by Insight Holdings, S.A. at a price of \$0.00027* per share of Common Stock. As a result, an amount of 300,000,000 (Three hundred million) shares of restricted Common Stock were issued by the Company to Insight Holdings, S.A.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

4. An amount of \$81,000* (Eighty one thousand dollars) was converted by Saffron Ventures GmbH at a price of \$0.00027* per share of Common Stock. As a result, an amount of 300,000,000 (Three hundred million) shares of restricted Common Stock were issued by the Company to Saffron Ventures GmbH.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

5. An amount of \$81,000* (Eighty one thousand dollars) was converted by Emerald International Corporation at a price of \$0.00027* per share of Common Stock. As a result, an amount of 300,000,000 (Three hundred million) shares of restricted Common Stock were issued by the Company to Emerald International Corporation.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

6. An amount of \$121,500* (One hundred and twenty one thousand five hundred dollars) was converted by Liberty Investment Services Ltd at a price of \$0.00027* per share of Common Stock. As a result, an amount of 300,000,000 (Three hundred million) shares of restricted Common Stock were issued by the Company to Liberty Investment Services Ltd.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

7. An amount of \$121,500* (One hundred and twenty one thousand five hundred dollars) was converted by Neutral Bay Investments, S.A. at a price of \$0.00027* per share of Common Stock. As a result, an amount of 450,000,000 (Four hundred and fifty million) shares of restricted Common Stock were issued by the Company to Neutral Bay Investments, S.A.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

8. An amount of \$121,500* (One hundred and twenty one thousand five hundred dollars) was converted by Western Treasure Holdings Corp. at a price of \$0.00027* per share of Common Stock. As a result, an amount of 450,000,000 (Four hundred and fifty million) shares of restricted Common Stock were issued by the Company to Western Treasure Holdings Corp.

* Calculated upon the Final Adjusted Conversion Price set on February 21, 2014.

EFFECT UPON OUTSTANDING LONG TERM LIABILITIES:

With these shares of Common Stock having finally been converted at the Conversion Price of \$0.00027, the reduction of the Company's Long Term Liabilities will be in the amount of \$810,000. This will be reflected in the Company's results for the period ended December 31, 2013 as these shares of Common Stock were issued by the Company on December 13, 2013.

DATED: FEBRUARY 23, 2014

RONALD YADIN LOWENTHAL
GNCC CAPITAL, INC.
EXECUTIVE CHAIRMAN