

GNCC CAPITAL, INC.

UNAUDITED FIRST QUARTER REPORT FOR THE PERIOD ENDED DECEMBER 31, 2012

GNCC CAPITAL, INC.

FINANCIAL STATEMENTS

(UNAUDITED)

For the First Quarter Ended December 31, 2012

Table of Contents

Company Information	**Page 3 – 5**
Balance Sheet	**Page 6**
Statement of Operations	**Page 7**
Statement of Cash Flows	**Page 8**
Statement of Changes in Stockholders' Equity	**Page 9**
Notes to the Financial Statements	**Page 10 - 110**
Management Discussion and Analysis of Operations	**Page 111 - 225**
New OTC Disclosure and Compliance Rules	**Page 226 - 229**
Management Certification	**Page 230 – 231**
Exhibits	**Page 232 - 238**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPANY INFORMATION

Name:

GNCC CAPITAL, INC.

OTC TRADING SYMBOL:

GNCP

CUSIP NUMBER:

38013E203

DIRECTORS:

Ronald Yadin Lowenthal (Executive Chairman)
Nicolaas Edward Blom (President & CEO)

Postal Address:

244 5th Avenue,
Suite 2525
New York
N.Y. 10001

Directors' Address:

Renasa House
170 Oxford Road
Melrose, Johannesburg
Gauteng
2196
Republic of South Africa

Telephone:

(702) 942-3347 (USA)

E Mail:

Corporate@gncc-capital.com

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPANY INFORMATION

Web Site:

www.gncc-capital.com

Number of Shares Outstanding as at December 31, 2012 and as at February 1, 2013:

203,133,470

Number of Shares Outstanding as at December 31, 2012 and as at February 1, 2013:

203,133,470

Free Trading Shares as at February 1, 2013:

26,378,920 and includes the number of shares of Common Stock held in certificate form. The Company will update the number of shares deposited with the DTC on an ongoing and immediate time basis with the OTC Markets.

Fiscal Year End Date:

September 30

SIC Codes:

The Primary SIC code for the Company is 1000-Metal Mining; with a secondary SIC code of 1040 - Gold and Silver Ores.

Exploration Stage:

The Company is in the exploration stage, and has Gold and Silver mining claims in the State of Arizona.

Not a Shell Company:

The issuer is not considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933.

Parent, Subsidiary or Affiliated Companies:

The Company has no parent, subsidiary or affiliated companies.

GNCC CAPITAL, INC.
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COMPANY INFORMATION

Transfer Agent:

Madison Stock Transfer, Inc.
1688 East 16th Street
Suite 7
Brooklyn
NY 11229

Madison Stock Transfer, Inc. is registered under the Exchange Act and is an SEC approved Transfer Agent. The regulatory authority of the Transfer Agent is the SEC.

Attorney:

Alex Stavrou
334 S. Hyde Park Avenue
Tampa
Florida 33606
As associated Counsel to:
Securus Law Group, P.A.
13046 Racetrack Road
Number 243
Tampa
Florida 33626.

Describe any trading suspension orders issued by the SEC in the past 12 months.:

NONE

List any restrictions by the DTCC on the transfer of security:

NONE

GNCC CAPITAL, INC.
(An Exploration Stage Company)

BALANCE SHEET

	As At December 31, 2012	As At Year Ended, September 30, 2012
	$	$
ASSETS		
CURRENT ASSETS		
Loans – Public Mining Exploration Companies	368,700	368,700
OTHER ASSETS		
Deferred compensation	33,077	54,027
TOTAL ASSETS	401,777	422,727
LIABILITIES & STOCKHOLDERS' EQUITY		
LONG TERM LIABILITIES		
Convertible Loan Notes Payable	16,784,000	16,784,000
Accrued Interest Payable	2,149,479	1,911,546
Stockholder Loan	814,318	773,214
Accrued Interest Payable – Loan	14,990	7,214
Total Long Term Liabilities	19,762,787	19,478,154
CURRENT LIABILITIES		
Accounts Payable	4,025	9,425
Loan Payable	47,460	47,460
Accrued Interest Payable	13,592	12,091
Total Current Liabilities	65,077	68,976
TOTAL LIABILITIES	19,827,864	19,547,130
STOCKHOLDERS' EQUITY (DEFICIT)		
Common Stock ($0.00001 par value, 500,000,000 shares authorized; 203,133,470 and 203,133,470 shares issued and outstanding as of December 31, 2012 and September 30, 2012, respectively)	2,658	2,658
Additional Paid In Capital	3,893,606	3,893,606
Deficit accumulated during exploration stage	(23,322,351)	(23,020,667)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(19,426,087)	(19,124,403)
TOTAL LIABILITIES & STOCKHOLDER EQUITY	401,777	422,727

The Accompanying Notes are an Integral Part of These Financial Statements

GNCC CAPITAL, INC.
(An Exploration Stage Company)

STATEMENT OF OPERATIONS

	Three Months Ended December 31, 2012	Year Ended September 30, 2012	Year Ended September 30, 2011
	$	$	$
REVENUES			
Revenues	--------	-------	-------
TOTAL REVENUES	--------	-------	--------
OPERATING EXPENSES			
Mineral Exploration Expense	-----	25,800	20,660
Office and Administration	8,524	33,666	26,910
Advisory Committee Charges	14,700	158,800	------
Directors' Salaries	6,250	39,584	27,183
Director's Signing Bonus	------	------	100
Professional Fees	------	19,000	-----
Interest on Long Term Notes	237,933	880,483	827,425
Interest on Short Term Note	1,501	10,904	-----
Interest on Stockholder Loan	7,776	7,214	-----
Impairment of Assets	-----	--------	2,080,000
Web Site Design	-----	10,900	-----
Investor Relations	-----	55,719	-----
Corporate Finance Advisory Fees	25,000	75,000	------
TOTAL OPERATING EXPENSES	(301,684)	(1,317,070)	(2,982,278)
NET INCOME (LOSS)	(301,684)	(1,317,070)	(2,982,278)
BASIC EARNINGS (LOSS) PER SHARE	($0.0015)	($0.0065)	($0.01468)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	203,133,470	203,133,470	203,133,470

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GNCC CAPITAL, INC.
(An Exploration Stage Company)

STATEMENT OF CASH FLOWS

	Quarter Ended, December 31, 2012	Year Ended, September 30, 2012
	$	$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income (Loss)	(301,684)	(1,317,070)
Adjustments to reconcile net loss to net cash Provided by (used in) operating activities:		
Mineral Exploration Expense	0	25,800
Office and Administration	8,524	33,666
Director's Salaries	6,250	39,584
Advisory Committee Charges	14,700	158,800
Professional Fees	0	19,000
Interest	247,210	898,601
Web Site Design	0	10,900
Investor Relations	0	55,719
Corporate Finance Advisory Fees	25,000	75,000
Changes in operating assets and liabilities:	------	------
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	0	0
NET INCREASE (DECREASE) IN CASH	0	0
CASH AT BEGINNING OF PERIOD	0	0
CASH AT END OF PERIOD	0	0

SCHEDULE OF NON CASH INVESTING AND FINANCING ACTIVITIES

In fiscal 2011, the Company issued 10,000,000 shares of Common Stock to a Director in relation to the $100 Signing Bonus and an amount of 2,000,000 shares of Common Stock, of which 83,333 and 25,000 shares of Common Stock relates to the fiscal 2011 year, in compensation for the Directors' as a Salary in the total amount of $27,183. The Company acquired interests in Mining Exploration Properties through the issuance of 14,000,000 shares of Common Stock valued at $280,000 as well as a total of $1,800,000 in Convertible Loan Notes.

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during period for:		
Interest	-----	-----
Income Taxes	-----	-----

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GNCC CAPITAL, INC.
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STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE FIRST QUARTER ENDED DECEMBER 31, 2012

	CAPITAL STOCK					
	NUMBER OF SHARES	PAR VALUE $	AMOUNT $	PAID IN CAPITAL $	RETAINED EARNINGS $	TOTAL $
BEGINNING BALANCE:- OCTOBER 1, 2012	203,133,470	0.00001	2,658	3,893,606	(23,020,667)	(19,124,403)
CHANGES IN EQUITY: FOR THE QUARTER ENDED DECEMBER 31, 2012						
Additional Shares Issued NONE						
Net Income (Loss) for quarter ended December 31, 2012					(301,684)	(301,684)
ENDING BALANCE	203,133,470		2,658	3,893,606	(23,322,351)	(19,426,087)

The Accompanying Notes are an Integral Part of These Financial Statements

GNCC CAPITAL, INC.
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NOTES TO THE FINANCIAL STATEMENTS

NOTE 1. ORGANIZATION AND DESCRIPTION OF BUSINESS

GNCC CAPITAL, INC. (f/k/a Global National Communications Corp. the "Company") was incorporated under the laws of the State of Delaware on September 28, 2008. The Company was formed to engage in the acquisition, exploration and development of natural resource properties.

The Company is in the exploration stage. Its activities to date have been limited to capital formation, organization and development of its business plan.

NOTE 2. FORWARD LOOKING STATEMENTS

These unaudited annual financial statements contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements concern the Company's anticipated results and developments in the Company's operations in future periods, planned exploration and development of its properties, plans related to its business and other matters that may occur in the future. These statements relate to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “believes” or “does not believe”, "expects" or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "estimates" or "intends", or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ from those expressed or implied by the forward-looking statements.

NOTE 3. RISK FACTORS

We are subject to various risks, which may materially harm our business, financial condition and results of operations. You should carefully consider the risks and uncertainties described below and the other information in this filing before deciding to purchase our common stock. If any of these risks or uncertainties actually occurs, our business, financial condition or operating results could be materially harmed. In that case, the trading price of our common stock could decline and you could lose all or part of your investment.

We are a relatively young company with no operating history

Since we are a young company, it is difficult to evaluate our business and prospects. At this stage of our business operations, even with our good faith efforts, potential investors have a high probability of losing their investment. Our future operating results will depend on many factors, including the ability to generate sustained and increased demand and acceptance of our products, the level of our competition, and our ability to attract and maintain key management and employees. While management believes their estimates of projected occurrences and events are within the timetable of their business plan, there can be no guarantees or assurances that the results anticipated will occur.

We expect to incur net losses in future quarters.

If we do not achieve profitability, our business may not grow or operate. We may not achieve sufficient revenues or profitability in any future period. We will need to generate revenues from the sales of our products or take steps to reduce operating costs to achieve and maintain profitability. Even if we are able to generate revenues, we may experience price competition that will lower our gross margins and our profitability. If we do achieve profitability, we cannot be certain that we can sustain or increase profitability on a quarterly or annual basis.

We may require additional funds to operate in accordance with our business plan.

We may not be able to obtain additional funds that we may require. We do not presently have adequate cash from operations or financing activities to meet our long-term needs. If unanticipated expenses, problems, and unforeseen business difficulties occur, which result in material delays, we will not be able to operate within our budget.

If we do not achieve our internally projected sales revenues and earnings, we will not be able to operate within our budget. If we do not operate within our budget, we will require additional funds to continue our business. If we are unsuccessful in obtaining those funds, we cannot assure you of our ability to generate positive returns to the Company.

Further, we may not be able to obtain the additional funds that we require on terms acceptable to us, if at all. We do not currently have any established third-party bank credit arrangements. If the additional funds that we may require are not available to us, we may be required to curtail significantly or to eliminate some or all of our development, manufacturing, or sales and marketing programs.

We are highly dependent on several individuals to carry out our business plan.

We are largely dependent on several individuals, for specific proprietary technical knowledge and the Company's market knowledge. Our ability to successfully carry out our business plan may be at risk from an unanticipated termination, accident, injury, illness, incapacitation, or death of either of these individuals. Upon such occurrence, unforeseen expenses, delays, losses and/or difficulties may be encountered. Our success may also depend on our ability to attract and retain other qualified management and sales and marketing personnel.

We compete for such persons with other companies and other organizations, some of which have substantially greater capital resources than we do. We cannot give you any assurance that we will be successful in recruiting or retaining personnel of the requisite caliber or in adequate numbers to enable us to conduct our business.

There is currently a limited market for our common stock. Therefore, investor's holdings in our common stock may be illiquid.

Our shares of common stock are traded on the OTC Markets.

Our directors and executive officers beneficially own a substantial amount of our common stock.

Accordingly, these persons will be able to exert significant influence over the direction of our affairs and business, including any determination with respect to our acquisition or disposition of assets, future issuances of common stock or other securities, and the election or removal of directors. Such a concentration of ownership may also have the effect of delaying, deferring, or preventing a change in control of the Company or cause the market price of our stock to decline. Notwithstanding the exercise of their fiduciary duties by the directors and executive officers and any duties that such other stockholder may have to us or our other stockholders in general, these persons may have interests different than yours.

We do not expect to pay dividends for the foreseeable future.

For the foreseeable future, it is anticipated that earnings, if any, that may be generated from our operations will be used to finance our operations and that cash dividends will not be paid to holders of our common stock.

We expect to be subject to SEC regulations and changing laws, regulations and standards relating to corporate governance and public disclosure, including the Sarbanes-Oxley Act of 2002, new SEC regulations and other trading market rules, are creating uncertainty for public companies.

We are committed to maintaining high standards of corporate governance and public disclosure. As a result, we intend to invest appropriate resources to comply with evolving standards, and this investment may result in increased general and administrative expenses and a diversion of management time and attention from revenue-generating activities to compliance activities.

There is Substantial Doubt About Our Ability to Continue as a Going Concern, which Means that We May Not Be Able to Continue Operations Unless We Obtain Additional Funding

The report in these financial statements included an explanatory paragraph indicating that there is substantial doubt about our ability to continue as a going concern due to recurring losses and working capital shortages. Our ability to continue as a going concern will be determined by our ability to obtain additional funding. Our financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Our Common Stock May Be Affected By Limited Trading Volume and May Fluctuate Significantly

There has been no market for our common stock and there can be no assurance that an active trading market for our common stock will develop. As a result, this could adversely affect our shareholders' ability to sell our common stock in short time periods, or possibly at all. Our common stock has experienced, and is likely to experience in the future, significant price and volume fluctuations, which could adversely affect the market price of our common stock without regard to our operating performance. In addition, we believe that factors such as quarterly fluctuations in our financial results and changes in the overall economy or the condition of the financial markets could cause the price of our common stock to fluctuate substantially. Substantial fluctuations in our stock price could significantly reduce the price of our stock.

Our Officers and Directors Have the Ability to Exercise Significant Influence Over Matters Submitted for Stockholder Approval and Their Interests May Differ From Other Stockholders

Our executive officers and directors have significant influence in determining the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including mergers, acquisitions, consolidations and the sale of all or substantially all of our assets, and also the power to prevent or cause a change in control. The interests of these executive officers and directors may differ from the interests of the other stockholders.

An investment in our common stock involves a number of risks. These risks include those described in this page and others we have not anticipated or discussed. Before you purchase the Securities you should carefully consider the information about risks identified below, as well as the information about risks stated in other parts of this Disclosure Document. Any of the risks discussed below or elsewhere in this Disclosure Document and other risks we have not anticipated or discussed, could have a material impact on our business, results of operations, and financial condition. As a result, they could have an impact on our ability to pay any amounts due with respect to the Securities, or our stock price.

Prior to investing in the shares, an investor should consider carefully the following risks and highly speculative factors, which may affect our business. In analyzing this disclosure, prospective investors should carefully read and consider, among other factors, the following:

Risks Related to Our Business:

Investment in our common stock involves very significant risks.

An investment in our common stock involves a number of very significant risks. You should carefully consider the following known material risks and uncertainties in addition to other information in this disclosure in evaluating our company and its business before purchasing shares of the Company's common stock. Our business, operating results and financial condition could be seriously harmed due to any of the following known material risks. The risks described below are not the only ones facing our company. Additional risks not presently known to us may also impair our business operations. You could lose all or part of your investment due to any of these risks.

We will require additional financing in order to commence and sustain exploration.

We will require significant additional financing in order to maintain an exploration program and an assessment of any commercial viability of our mineral property. We may not discover commercially exploitable quantities of ore on our mineral property that would enable us to enter into commercial production, achieve revenues, and recover the money we spend on exploration. Exploration activities on our mineral property may not be commercially successful, which could lead us to abandon our plans to develop the property and its investments in exploration. Additionally, future cash flows and the availability of financing will be subject to a number of variables, including potential production and the market prices of both gold and silver. Further, debt financing could lead to a diversion of cash flow to satisfy debt-servicing obligations and create restrictions on business operations.

We have not begun the initial stages of exploration of our claims, and thus have no way to evaluate the likelihood whether we will be able to operate our business successfully.

We are a new entrant into the silver and gold exploration and development industry without a profitable operating history. We were incorporated on September 23, 2008, entered into the Delaware Section 251(g) reorganization on December 1, 2008 and, to date, have been involved primarily in organizational activities and obtaining our rights to our mining claims. As a result, there is only limited historical financial and operating information available on which to base your evaluation of our performance. We have not earned any revenues and we have never achieved profitability as of the date of this disclosure. Potential investors should be aware of the difficulties normally encountered by new mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in the light of problems, expenses, difficulties, complications and delays encountered in connection with the exploration of the mineral property that we plan to undertake. These potential problems include, but are not limited to, unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. We have no history upon which to base any assumption as to the likelihood that our business will prove successful, and we can provide no assurance to investors that we will generate any operating revenues or ever achieve profitable operations. If we are unsuccessful in addressing these risks our business will likely fail and you will lose your entire investment in this Company.

We plan to acquire additional mineral exploration properties, which may create substantial risks.

As part of our growth strategy, we intend to acquire additional minerals exploration properties. Such acquisitions may pose substantial risks to our business, financial condition, and results of operations. In pursuing acquisitions, we will compete with other companies, many of which have greater financial and other resources to acquire attractive properties. Even if we are successful in acquiring additional properties, some of the properties may not produce revenues at anticipated levels, or failure to develop such prospects within specified time periods may cause the forfeiture of the lease in that prospect. There can be no assurance that we will be able to successfully integrate acquired properties, which could result in substantial costs and delays or other operational, technical, or financial problems. Further, acquisitions could disrupt ongoing business operations. If any of these events occur, it would have a material adverse effect upon our operations and results from operations.

If we do not find a joint venture partner for the continued development of our claims, we may not be able to advance exploration work.

If the initial results of an exploration program are successful, we may try to enter a joint venture agreement with a partner for further exploration and possible production of our claims. We would face competition from other junior mineral resource exploration companies who have properties that they deem to be the most attractive in terms of potential return and investment cost. In addition, if we enter into a joint venture agreement, we would likely assign a percentage of our interest in the claims to the joint venture partner. If we are unable to enter into a joint venture agreement with a partner, we may fail and you will lose your entire investment in this Company.

Because of the speculative nature of mineral property exploration, there is substantial risk that no commercially exploitable minerals will be found and our business will fail.

Exploration for minerals is a speculative venture necessarily involving substantial risk. We can provide investors with no assurance that our claims contain commercially exploitable reserves. The exploration work that we intend to conduct on the claims may not result in the discovery of commercial quantities of gold, silver or other minerals. Problems such as unusual and unexpected rock formations and other conditions are involved in mineral exploration and often result in unsuccessful exploration efforts. In such a case, we would be unable to complete our business plan and you would lose your entire investment in this Company.

Because of the inherent dangers involved in mineral exploration, there is a risk that we may incur liability or damages as we conduct our business.

The search for valuable minerals involves numerous hazards. As a result, we may become subject to liability for such hazards, including pollution, cave-ins and other hazards against which we cannot insure or against which we may elect not to insure. If a hazard were to occur, the costs of rectifying the hazard may exceed our asset value and cause us to liquidate all our assets resulting in the loss of your entire investment in this offering.

The potential profitability of mining gold and silver properties if economic quantities of gold and silver are found is dependent upon many factors and risks beyond our control, including, but not limited to:

- unanticipated ground and water conditions and adverse claims to water rights;
- geological problems;
- metallurgical and other processing problems;
- the occurrence of unusual weather or operating conditions and other force majeure events;
- lower than expected ore grades;
- accidents;
- delays in the receipt of or failure to receive necessary government permits;
- delays in transportation;
- labor disputes;
- government permit restrictions and regulation restrictions;
- unavailability of materials and equipment; and
- the failure of equipment or processes to operate in accordance with specifications or expectations.

The risks associated with exploration and development and, if applicable, mining as described above could cause personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. We are not currently engaged in mining operations because we are in the exploration phase and have not yet any proved gold or silver reserves. We do not presently carry property or liability insurance nor do we expect to get such insurance for the foreseeable future. Cost effective insurance contains exclusions and limitations on coverage and may be unavailable in some circumstances.

Because access to our claims is sometimes restricted by inclement weather, we may be delayed in our exploration and any future mining efforts.

Access to the claims may be restricted during the summer period as a result of closure of public lands due to forest fires. Access to the claims during the winter may be restricted due to snowfall. As a result, any attempts to visit, test, or explore the property may be limited to those months of the year when weather permits such activities. These limitations can result in delays in exploration efforts, as well as mining and production in the event that commercial amounts of minerals are found. Such delays can result in our inability to meet deadlines for exploration expenditures. This could cause our business venture to fail and the loss of your entire investment in this offering unless we can meet deadlines.

The gold and silver exploration and mining industry is highly competitive and there is no assurance that we will be successful in acquiring additional claims or leases.

The silver exploration and mining industry is intensely competitive and we compete with other companies that have greater resources. Many of these companies not only explore for and produce gold and silver, but also market gold and silver and other products on a regional, national or worldwide basis. These companies may be able to pay more for productive gold and silver properties and exploratory prospects or define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit. In addition, these companies may have a greater ability to continue exploration activities during periods of low gold or silver market prices. Our larger competitors may be able to absorb the burden of present and future federal, state, local and other laws and regulations more easily than we can, which would adversely affect our competitive position. Our ability to acquire additional properties and to discover productive prospects in the future will be dependent upon our ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. In addition, because we have fewer financial and human resources than many companies in our industry, we may be at a disadvantage in bidding for exploratory prospects and producing gold and silver properties.

The marketability of natural resources will be affected by numerous factors beyond our control.

The marketability of natural resources which may be acquired or discovered by us will be affected by numerous factors beyond our control. These factors include market fluctuations in commodity pricing and demand, the proximity and capacity of natural resource markets and processing equipment, governmental regulations, land tenure, land use, regulation concerning the importing and exporting of gold and silver and environmental protection regulations. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in us not receiving an adequate return on invested capital to be profitable or viable.

Gold and Silver mining operations are subject to comprehensive regulation, which may cause substantial delays or require capital outlays in excess of those anticipated.

Gold and Silver minerals exploration and development and mining activities are subject to certain environmental regulations, which may prevent or delay the commencement or continuance of our operations. If economic quantities of gold and silver are found on any mining claims or mining leases owned by the Company in sufficient quantities to warrant silver gold and mining operations, such mining operations are subject to federal, state, and local laws relating to the protection of the environment, including laws regulating removal of natural resources from the ground and the discharge of materials into the environment. Gold and Silver mining operations are also subject to federal, state, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of mining methods and equipment. Various permits from government bodies are required for mining operations to be conducted; no assurance can be given that such permits will be received. Environmental standards imposed by federal, state or local authorities may be changed and any such changes may have material adverse effects on our activities. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus resulting in an adverse effect on us. Additionally, we may be subject to liability for pollution or other environmental damages which we may elect not to insure against due to prohibitive premium costs and other reasons. To date, we have not been required to spend material amounts on compliance with environmental regulations. However, we may be required to do so in future and this may affect our ability to expand or maintain our operations.

Our ability to function as an operating mining company is dependent on our ability to mine our properties at a profit.

Our ability to operate on a positive cash flow basis is dependent on mining sufficient quantities of gold and silver at a profit sufficient to finance our operations and for the acquisition and development of additional mining properties.

We may not have good title to our unpatented mining claims.

The validity of unpatented mining claims is often uncertain, and such validity is always subject to contest. Unpatented mining claims are unique property interests and are generally considered subject to greater title risk than patented mining claims, or real property interests that are owned in fee simple.

Although the Company has attempted to acquire satisfactory title to its unpatented mining claims, the Company does not generally obtain title opinions until financing is sought to develop a property, with the attendant risk that title to some properties, particularly title to undeveloped properties, may be defective. We will need State of Arizona Consent and a Mining Lease to Mine on State Lands.

Because we have limited capital, inherent mining risks pose a significant threat to us.

Because we are small company with limited capital, we are unable to withstand significant losses that can result from inherent risks associated with mining, including environmental hazards, industrial accidents, flooding, interruptions due to weather conditions and other acts of nature. Such risks could result in damage to or destruction of any infrastructure or production facilities we may develop, as well as to adjacent properties, personal injury, environmental damage and delays, causing monetary losses and possible legal liability.

More stringent federal, provincial or state regulations could adversely affect our business.

If we are unable to obtain or maintain permits or water rights for development of our properties or otherwise fail to manage adequately future environmental issues, our operations could be materially and adversely affected. We may be required to expend significant resources, both financial and managerial, to comply with environmental protection laws, regulations and permitting requirements. Although we believe our mineral property complies in all material respects with all relevant permits, licenses, and regulations pertaining to worker health and safety, as well as those pertaining to the environment, the historical trend toward stricter environmental regulation may continue.

The volatility of gold and silver prices makes our business uncertain.

The volatility of gold and silver prices makes long-range planning uncertain and raising capital difficult. The price of silver is affected by numerous factors beyond our control, including the investment and industrial demand for silver, political and economic conditions, and legislation and production and costs of production of our competitors.

Our inability to obtain insurance would threaten our ability to continue in business.

We currently do not have liability and property damage insurance. It should be noted that if we decide to obtain such insurance, the insurance industry is undergoing change and premiums are being increased. If premiums should increase to a level we cannot afford, we could be forced to discontinue business.

If we cannot add reserves to replace future production, we would not be able to remain in business.

Our future gold and silver production, cash flow and income are dependent upon our ability to mine our mineral property and acquire and develop gold and silver reserves. There can be no assurance that our property will be placed into production or that we will be able to continue to find and develop or acquire additional reserves.

Competition from better-capitalized companies affects prices and our ability to acquire properties and personnel.

There is global competition for gold and silver properties, capital, customers and the employment and retention or qualified personnel. In the production and marketing of gold and silver, there are a limited number of major producing entities, all of which are significantly larger and better capitalized than we are.

Gold and Silver mineral exploration, development and mining are subject to environmental regulations which may prevent or delay the commencement or continuance of our operations.

Gold and Silver minerals exploration and development and future potential gold and silver mining operations are or will be subject to stringent federal, state, provincial, and local laws and regulations relating to improving or maintaining environmental quality. Our operations are also subject to many environmental protection laws. Environmental laws often require parties to pay for remedial action or to pay damages regardless of fault. Environmental laws also often impose liability with respect to divested or terminated operations, even if the operations were terminated or divested of many years ago.

Future potential gold and silver mining operations and current exploration activities are or will be subject to extensive laws and regulations governing prospecting, development, production, exports, taxes, labor standards, occupational health, waste disposal, protection and remediation of the environment, protection of endangered and protected species, mine safety, toxic substances and other matters. Gold and Silver mining is also subject to risks and liabilities associated with pollution of the environment and disposal of waste products occurring as a result of mineral exploration and production. Compliance with these laws and regulations will impose substantial costs on us and will subject us to significant potential liabilities.

Costs associated with environmental liabilities and compliance is expected to increase with the increasing scale and scope of operations and we expect these costs may increase in the future.

While we believe that our operations comply, in all material respects, with all applicable environmental regulations, we are not currently fully insured against possible environmental risks.

Any change to government regulation or administrative practices may have a negative impact on our ability to operate and potential profitability.

The laws, regulations, policies or current administrative practices of any government body, organization or regulatory agency in the United States or any other applicable jurisdiction, may be changed, applied or interpreted in a manner which will fundamentally alter our ability to carry on business. The actions, policies or regulations, or changes thereto, of any government body or regulatory agency, or other special interest groups, may have a detrimental effect on us. Any or all of these situations may have a negative impact on our ability to operate and/or our profitably.

We may be unable to retain key employees or consultants or recruit additional qualified personnel.

Our extremely limited personnel means that we would be required to spend significant sums of money to locate and train new employees in the event any of our employees resign or terminate their employment with us for any reason. Further, we do not have key man life insurance on any of our employees. We may not have the financial resources to hire a replacement if any of our officers were to die. The loss of service of any of these employees could therefore significantly and adversely affect our operations.

Our officers and directors may be subject to conflicts of interest.

Each of our executive officers and directors devotes part of his working time to other business endeavors, including consulting relationships with other corporate entities, and has responsibilities to these other entities. Such conflicts could include deciding how much time to devote to our affairs, as well as what business opportunities should be presented to the Company. Because of these relationships, our officers and directors may be subject to conflicts of interest. Delaware law, our articles of incorporation and our Bylaws permit us broad indemnification powers to all persons against all damages incurred in connection with our business to the fullest extent provided or allowed by law. The exculpation provisions may have the effect of preventing stockholders from recovering damages against our officers and directors caused by their negligence, poor judgment or other circumstances. The indemnification provisions may require us to use our limited assets to defend our officers and directors against claims, including claims arising out of their negligence, poor judgment, or other circumstances.

We may lose our rights to our mining claims.

Under our gold and silver Project Acquisition Agreements there are minimum work expenditure requirement of $100,000 per year per project. Also, we are required to pay the United States Bureau of Land Management (BLM) annual claim maintenance fees for our claims. If the claim vendors pay the BLM claim maintenance fees on our behalf (and they are not required to do so), we are required to reimburse them on demand. If we fail to pay any amounts due to the claim vendors within the requisite cure periods, the claim vendors may terminate our rights to our claims on three (3) days' notice.

Risks Related to Our Common Stock:

We are not listed or quoted on any exchange and we may never obtain such a listing or quotation.

Therefore, there may never be a market for stock and stock held by our shareholders may have little or no value. There is presently only an extremely limited public market in our shares as we are quoted on the "Pink Sheets." Even if we obtain a listing on an exchange and a more active market for our shares develops, sales of a substantial number of shares of our common stock into the public market by certain stockholders may result in significant downward pressure on the price of our common stock and could affect your ability to realize the current trading price of our common stock.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

The trading price of our common stock in a public market may fluctuate significantly and stockholders may have difficulty reselling their shares.

Additional issuances of equity securities may result in dilution to our existing stockholders. Our Articles of Incorporation authorize the issuance of 500,000,000 shares of common stock.

Our common stock is subject to the "penny stock" rules of the SEC.

Our common stock is subject to the "penny stock" rules of the SEC and the trading market in our securities is limited, which makes transactions in our stock cumbersome and may reduce the value of an investment in our stock.

Because our stock is not traded on a stock exchange or on the NASDAQ National Market or the NASDAQ Small Cap Market and because there is no current established market price, the common stock is classified as a "penny stock." The Securities and Exchange Commission has adopted Rule 15g-9 which establishes the definition of a "penny stock," for purposes relevant to us, as any equity security that has a market price of less than $5.00 per share or with an exercise price of less than $5.00 per share, subject to certain exceptions. For any transaction involving a penny stock, unless exempt, the rules require:

1. That a broker or dealer approve a person's account for transactions in penny stocks; and
2. The broker or dealer receives, from the investor, a written agreement to the transaction, setting forth the identity and quantity of the penny stock to be purchased.
3. In order to approve a person's account for transactions in penny stocks, the broker or dealer must:
   Obtain financial information and investment experience objectives of the person; and
   Make a reasonable determination that the transactions in penny stocks are suitable for that person and the person has sufficient knowledge and experience in financial matters to be capable of evaluating the risks of transactions in penny stocks.

The broker or dealer must also deliver, prior to any transaction in a penny stock, a disclosure schedule prepared by the Commission relating to the penny stock market, which:
Sets forth the basis on which the broker or dealer made the suitability determination; and
That the broker or dealer received a signed, written agreement from the investor prior to the transaction.

Generally, brokers may be less willing to execute transactions in securities subject to the "penny stock" rules. This may make it more difficult for investors to dispose of our common stock and cause a decline in the market value of our stock.

Disclosure also has to be made about the risks of investing in penny stocks in both public offerings and in secondary trading and about the commissions payable to both the broker-dealer and the registered representative, current quotations for the securities and the rights and remedies available to an investor in cases of fraud in penny stock transactions. Finally, monthly statements disclosing recent price information for the penny stock held in the account and information on the limited market in penny stocks must be sent.

Investing in our Common Stock will provide you with an equity ownership in a gold resource company. As one of our stockholders, you will be subject to risks inherent in our business. The trading price of your shares will be affected by the performance of our business relative to, among other things, competition, market conditions and general economic and industry conditions. The value of your investment may decrease, resulting in a loss. You should carefully consider the following factors as well as other information contained in this disclosure before deciding to invest in shares of our Common Stock.

The factors identified below are important factors (but not necessarily all of the important factors) that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company. Where any such forward-looking statement includes a statement of the assumptions or bases underlying such forward-looking statement, we caution that while we believe such assumptions or bases to be reasonable and make them in good faith, assumed facts or bases almost always vary from actual results, and the differences between assumed facts or bases and actual results can be material, depending upon the circumstances. Where, in any forward-looking statement, the Company, or its management, expresses an expectation or belief as to the future results, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will result, achieved, or accomplished. Taking into account the foregoing, the following are identified as important risk factors that could cause actual results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company.

98% of our shares of Common Stock are controlled by a Limited Number of Stockholders and Management.

96% of our Common Stock is controlled by 27 stockholders of record. Such ownership by the Company's principal shareholders may have the effect of delaying, deferring, preventing or facilitating a sale of the Company or a business combination with a third party.

Even taking into account the limitations of Rule 144, the future sales of restricted shares could have a depressive effect on the market price of the Company's securities in any market, which may develop.

132,190,587 of the shares of Common Stock presently issued and outstanding, as of the date hereof, are "restricted securities" as that term is defined under the Securities Act of 1933, as amended, (the "Securities Act") and in the future may be sold in compliance with Rule 144 of the Securities Act, or pursuant to a Registration Statement filed under the Securities Act. Rule 144 provides, in essence, that a person, who has not been an affiliate of the issuer for the past 90 days and has held restricted securities for twelve months of an issuer that has been reporting for a period of at least 90 days, may sell those securities so long as the Company is current in its reporting obligations. After one year, non-affiliates are permitted to sell their restricted securities freely without being subject to any other Rule 144 condition. Sales of restricted shares by our affiliates who have held the shares for six months are limited to an amount equal to one percent (1%) of the Company's outstanding Common stock that may be sold in any three-month period. Additionally, Rule 144 requires that an issuer of securities make available adequate current public information with respect to the issuer. Such information is deemed available if the issuer satisfies the reporting requirements of Rule 15c2-11 of the Securities Exchange Act of 1934 (the "Securities Exchange Act") or, in the event that we become subject to the reporting requirements of the Securities Exchange Act, under sections 13 or 15(d) thereunder. Sales under Rule 144 or pursuant to a Registration Statement may have a depressive effect on the market price of our securities in any market, which may develop for such shares.

If the selling shareholders sell a large number of shares all at once or in blocks, the value of our shares would most likely decline.

The Company has 203,133,470 shares of Common Stock outstanding as of February 1, 2013. The availability for sale of such a large number of shares may depress the market price for our Common Stock and impair our ability to raise additional capital through the public sale of Common Stock. The Company has no arrangement with any of the holders of the foregoing shares to address the possible effect on the price of the Company's Common Stock of the sale by them of their shares. A decline in the future price of our common stock could affect our ability to raise further working capital and adversely impact our operations

NOTE 4. LEGAL PROCEEDINGS

We are not a party to any material pending legal proceedings and, to the best of our knowledge, no such action by or against the Company has been threatened.

NOTE 5. MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock trades publicly on the over the counter market under the symbol "GNCP." The over the counter bulletin board is a regulated quotation service that displays real-time quotes, last-sale prices and volume information in over-the-counter equity securities. The over the counter securities are traded by a community of market makers that enter quotes and trade reports. This market is extremely limited and any prices quoted may not be a reliable indication of the value of our common stock.

Holders

As of December 31, 2012 and on February 1, 2013; there were 203,133,470 shares of common stock outstanding held by approximately 83 holders of Record. This is unchanged as at the date of this Report.

Dividend Policy

Our board of directors has not declared a dividend on our common stock during the last two fiscal years or the subsequent interim period and we do not anticipate the payments of dividends in the near future as we intend to reinvest our profits to grow our business.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Penny Stock Status

The Company's common stock is a "penny stock," as the term is defined by Rule 3a51-1 of the Securities Exchange Act of 1934. This makes it subject to reporting, disclosure and other rules imposed on broker-dealers by the Securities and Exchange Commission requiring brokers and dealers to do the following in connection with transactions in penny stocks:

Section 15(g) of the Securities Exchange Act of 1934

Our company's shares are covered by Section 15(g) of the Securities Exchange Act of 1934, as amended that imposes additional sales practice requirements on broker/dealers who sell such securities to persons other than established customers and accredited investors (generally institutions with assets in excess of $5,000,000 or individuals with net worth in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 jointly with their spouses). For transactions covered by the Rule, the broker/dealer must make a special suitability determination for the purchase and have received the purchaser's written agreement to the transaction prior to the sale. Consequently, the Rule may affect the ability of broker/dealers to sell our securities and also may affect your ability to sell your shares in the secondary market. Section 15(g) also imposes additional sales practice requirements on broker/dealers who sell penny securities.

These rules require a one page summary of certain essential items. The items include the risk of investing in penny stocks in both public offerings and secondary marketing; terms important to in understanding of the function of the penny stock market, such as "bid" and "offer" quotes, a dealers A spread @ and broker/dealer compensation; the broker/dealer compensation, the broker/dealers duties to its customers, including the disclosures required by any other penny stock disclosure rules; the customers rights and remedies in causes of fraud in penny stock transactions; and, the NASD's toll free telephone number and the central number of the North American Administrators Association, for information on the disciplinary history of broker/dealers and their associated persons.

Securities authorized for issuance under equity compensation plans

We have no equity compensation plans and accordingly we have no shares authorized for issuance under an equity compensation plan.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 6. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. BASIS OF ACCOUNTING

The Company's financial statements are prepared using the accrual method of accounting. The Company has elected a September 30, year-end.

B. BASIC EARNINGS PER SHARE

ASC No. 260, "Earnings Per Share", specifies the computation, presentation and disclosure requirements for earnings (loss) per share for entities with publicly held common stock. The Company has adopted the provisions of ASC No. 260. Basic net loss per share amounts is computed by dividing the net loss by the weighted average number of common shares outstanding. Diluted earnings per share are the same as basic earnings per share because there are no dilutive items in the Company.

C. CASH AND CASH EQUIVALENTS

Cash and cash equivalents include cash in banks, money market funds, and certificates of term deposits with maturities of less than three months from inception, which are readily convertible to known amounts of cash and which, in the opinion of management, are subject to an insignificant risk of loss in value. The Company had $0 (2012) and $0 (2012) in cash and cash equivalents at September 30, 2012 and December 31, 2012 respectively. The Company will maintain its cash in institutions insured by the Federal Deposit Insurance Corporation (FDIC).

D. USE OF ESTIMATES AND ASSUMPTIONS

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. In accordance with ASC No. 250 all adjustments are normal and recurring.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

E. INCOME TAXES

Income taxes are provided in accordance with ASC No. 740, Accounting for Income Taxes. A deferred tax asset or liability is recorded for all temporary differences between financial and tax reporting and net operating loss carry forwards. Deferred tax expense (benefit) results from the net change during the year of deferred tax assets and liabilities.

Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of all of the deferred tax assets will be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

F. ADVERTISING COSTS

The Company's policy regarding advertising is to expense advertising when incurred. The Company had not incurred any advertising expense for the fiscal years ended September 30, 2012, 2011, and 2010; nor in the quarter ended December 31, 2012.

G. REVENUE AND COST RECOGNITION

The Company has no current source of revenue; therefore the Company has not yet adopted any policy regarding the recognition of revenue or cost.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

H. NEW ACCOUNTING PRONOUNCEMENTS

The Company has evaluated all the recent accounting pronouncements through the date the financial statements were issued and filed with the OTC Markets and believe that none of them will have a material effect on the company's financial statements.

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820).* This Update provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures - Overall, that requires new disclosures and clarify existing disclosures. The amendments in this Update are effective for interim and annual periods beginning after December 15, 2010. The adoption of this ASU is not anticipated to have a material impact on the Company's financial position or results of operation

In October 2009, FASB issued ASU 2009-13 *Revenue Recognition (Topic 605)*. ASU 2009-05 provides accounting and financial reporting disclosure amendments for multiple-deliverable revenue arrangements. ASU 2009-13 is effective prospectively for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. The adoption of this ASU is not anticipated to have a material impact on the Company's financial position or results of operations.

In September 2009, the FASB issued ASU 2009-12, *Fair Value Measurements and Disclosures (Topic 820): Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent).* ASU 2009-12 provides amendments to Subtopic 820-10, Fair Value Measurements and Disclosures – Overall, for the fair value measurement of investments in certain entities that calculate net asset value per share (or its equivalent). The adoption of this ASU in not anticipated to have a material impact on the Company's financial position or results of operation.

In August 2009, FASB issued ASU 2009-05 *Fair Value Measurements and Disclosure (Topic 820).* ASU 2009-05 provides amendments for the fair value measurement of liabilities and clarification on fair value measuring techniques. ASU 2009-05 is effective for the first reporting period, including interim periods, beginning after the issuance. The adoption of this ASU did not have a material impact on the Company's financial position or results of operations.

In June 2009, FASB issued ASU 2009-01 *Topic 105 — Generally Accepted Accounting Principles*. ASU 2009-01 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements of nongovernmental entities that are presented in conformity with GAAP. ASU 2009-01 is effective for financial statements issued for interim and annual periods ending after September 15, 2009. The adoption of this ASU did not have a material impact on the Company's financial position or results of operations.

In June 2009, the FASB issued SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)* ("SFAS No. 167"), which amends the consolidation guidance applicable to variable interest entities. The amendments will significantly affect the overall consolidation analysis under FASB ASC 810, *Consolidation* and requires an enterprise to perform an analysis to determine whether the enterprise's variable interest or interests give it a controlling financial interest in a variable interest entity. SFAS No. 167 has not yet been codified and in accordance with ASC 105, remains authoritative guidance until such time that it is integrated in the FASB ASC. SFAS No. 167 is effective as of the beginning of the first fiscal year that begins after November 15, 2009, early adoption is prohibited. The adoption of this Update will have no material effect on the Company's financial condition or results of operations.

In June, 2009, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No 166, *Accounting for Transfers of Financial Assets—an amendment of FASB Statement No. 140*" ("SFAS 166"). This Statement removes the concept of a qualifying special-purpose entity from Statement 140 and removes the exception from applying FASB Interpretation No. 46 (revised December 2003), *Consolidation of Variable Interest Entities,* to qualifying special-purpose entities. SFAS No. 166 has not yet been codified and in accordance with ASC 105, remains authoritative guidance until such time that it is integrated in the FASB ASC. SFAS No. 166 is effective for financial asset transfers occurring after the beginning of an entity's first fiscal year that begins after November 15, 2009 and early adoption is prohibited. The adoption of this statement will have no material effect on the Company's financial condition or results of operations.

In May, 2009, FASB issued ASC 855 *Subsequent Events* which establishes principles and requirements for subsequent events. In accordance with the provisions of ASC 855, the Company currently evaluates subsequent events through the date the financial statements are available to be issued.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

I. DERIVATIVE INSTRUMENTS

ASC 815-24 (formerly SFAS No. 133), "Accounting for Derivative Instruments and Hedging Activities", requires all derivatives to be recorded as either assets or liabilities and measured at fair value. If certain conditions are met, a derivative may be specifically designated as a hedge, the objective of which is to match the timing of gain or loss recognition on the hedging derivative with the recognition of (i) the changes in the fair value of the hedged asset or liability that are attributable to the hedged risk or (ii) the earnings effect of the hedged forecasted transaction. For a derivative not designated as a hedging instrument, the gain or loss is recognized in income in the period of change. At December 31, 2011, September 30, 2011 and 2010, the Company has not engaged in any transactions that would be considered derivative instruments or hedging activities.

J. FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments as defined by Statement of Financial Accounting Standards Board ("FASB") ASC 825-10-50, include cash, receivables, accounts payable and accrued expenses. All instruments are accounted for on a historical cost basis, which, due to the short maturity of these financial instruments, approximates fair value at September 30, 2010. FASB ASC 820, defines fair value, establishes a framework for measuring fair value in accordance with generally accepted accounting principles and expands disclosures about fair value measurements. FASB ASC 820 establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

Level 1. Observable inputs such as quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date. The Company has no Level 1 assets or liabilities; and

Level 2. Inputs from other than quoted prices in active markets that are observable either directly or indirectly. The Company has no Level 2 assets or liabilities; and

Level 3. Unobservable inputs in which there is little of no market data, which require the reporting entity to develop its own assumptions. The Company has no Level 3 liabilities.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

The Company does not have any assets or liabilities measured at fair value on a recurring basis at December 31, 2012. The Company did not have any fair value adjustments for assets and liabilities measured at fair value on a nonrecurring basis during the period ended December 31, 2012.

K. MINERAL PROPERTIES

Under US GAAP mineral property acquisition costs are ordinarily capitalized when incurred using FASB ASC Topic 805-20-55-37, Whether Mineral Rights are Tangible or Intangible Assets. The carrying costs are assessed for impairment under ASC Topic 360-36-10-35-20, Accounting for Impairment or Disposal of Long-Lived Assets whenever events or changes in circumstances indicate that the carrying costs may not be recoverable.

The Company also evaluates the carrying value of acquired mineral property rights in accordance with ASC Topic 930-360-35-1, Mining Assets: Impairment and Business Combinations, using the Value Beyond Proven and Probable (VBPP) method. The fair value of a mining asset generally includes both VBPP and an estimate of the future market price of the minerals. When the Company has capitalized mineral property costs, these properties will be periodically assessed for impairment of value. Once a property reaches the production stage, the related capitalized costs will be amortized, using the units of production method.

Additionally the Company expenses as incurred all maintenance and exploration property costs. Since the Company is unable to support continued capitalization of acquisition costs, the Company has recognized impairment charges of $18,224,000 for the twelve month period ended September 30, 2010 and $2,080,000 for the twelve month period ended September 30, 2011.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

L. DEFERRED COMPENSATION

Deferred compensation consists of the unamortized value of common stock issued to Directors and Consultants for future services, amortized over two years from May 1, 2010. An analysis of deferred expenses follows:

R Y Lowenthal was issued 2,500,000 shares of Common Stock on April 30, 2010 in respect his salary for a 2 (two) year period under his Service Agreement. This was valued at $50,000 for the 2 (two) year period.

An amount of $10,417 was expensed for the financial year ended September 30, 2010.

An amount of $25,000 was expensed for the financial year ended September 30, 2011.

An amount of $6,250 was expensed for the three months ended December 31, 2011.

An amount of $6,250 was expensed for the three months ended March 31, 2012.

An amount of $2,083 was expensed for the three months ended June 30, 2012.

N E Blom was issued 2,500,000 shares of Common Stock on September 29, 2011 in respect his salary for a 2 (two) year period under his Service Agreement. This was valued at $50,000 for the 2 (two) year period.

An amount of $2,083 was expensed for the financial year ended September 30, 2011.

An amount of $6,250 was expensed for the three months ended December 31, 2011.

An amount of $6,250 was expensed for the three months ended March 31, 2012.

An amount of $6,250 was expensed for the three months ended June 30, 2012.

An amount of $6,250 was expensed for the three months ended September 30, 2012.

An amount of $6,250 was expensed for the three months ended December 31, 2012.

The balance in the amount of $17,117 is reflected as deferred compensation.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

On November 11, 2011, the Company appointed Mr. Ben B. Stein to its Advisory Committee. Mr. Stein was issued an initial amount of 105,000 shares at that date by a stockholder, for and on behalf of the Company. These shares were valued at $0.07.
An amount of $7,350 was expensed for the three months ended March 31, 2012.

An amount of $7,350 was expensed for the three months ended December 31, 2011.

An amount of $7,350 was expensed for the three months ended June 30, 2012.

An amount of $7,350 was expensed for the three months ended September 30, 2012.

An amount of $7,350 was expensed for the three months ended December 31, 2012.

Mr. Stein will receive an amount of 36,000 shares of the Company's shares of Common Stock on each of the below-mentioned dates:

February 11, 2012, May 11, 2012, August 11, 2012, November 11, 2012, February 11, 2013, May 11, 2013, August 11, 2013, November 11, 2013, February 11, 2014, May 11, 2014, August 11, 2014.

These shares of the Company's Common Stock are to be issued to Mr. Stein by a stockholder, for and on behalf of the Company. The price of the shares has been valued at $0.07 each.

The amount of $7,980 is reflected as deferred compensation.

On November 11, 2011, the Company appointed Mr. Jack Reybold to its Advisory Committee. Mr. Reybold was issued an initial amount of 105,000 shares at that date by a stockholder, for and on behalf of the Company. These shares were valued at $0.07.

An amount of $7,350 was expensed for the three months ended December 31, 2011.

An amount of $7,350 was expensed for the three months ended March 31, 2012.

An amount of $7,350 was expensed for the three months ended June 30, 2012.

An amount of $7,350 was expensed for the three months ended September 30, 2012.

An amount of $7,350 was expensed for the three months ended December 31, 2012.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Mr. Reybold will receive an amount of 36,000 shares of the Company's shares of Common Stock on each of the below-mentioned dates:

February 11, 2012, May 11, 2012, August 11, 2012, November 11, 2012, February 11, 2013, May 11, 2013, August 11, 2013, November 11, 2013, February 11, 2014, May 11, 2014, August 11, 2014.

These shares of the Company's Common Stock are to be issued to Mr. Reybold by a stockholder, for and on behalf of the Company. The price of the shares has been valued at $0.07 each.

The amount of $7,980 is reflected as deferred compensation

M. LONG TERM LIABILITIES

On December 1, 2011, all of the Convertible Loan Note Holders in the amount $16,784,000 agreed to extend the conversion date by an additional three years to the Second Quarter of 2014 onwards. These are now reflected on long term liabilities on the Balance Sheet as from the three months ended December 31, 2011.

The accrued interest on these Convertible Loan Notes in the amount of $2,149,479 is reflected on long term liabilities on the Balance Sheet as at December 31, 2012.

In addition, a Stockholder Loan from Diamond Peak Resource Corporation in respect of funds advanced to the Company amounted to $814,318 plus accrued interest of $14,990 as at December 31, 2012.

N. STOCKHOLDER LOANS

These reflect Company expenses that have been paid by certain stockholders for and on behalf of the Company. The pre-existing Stockholder Loan was assumed by a third party stockholder, Diamond Peak Resource Corporation, on June 30, 2012. As at December 31, 2012 this amounted to $814,318. This loan is unsecured and bears interest at the rate of 4% per annum. Interest accrued as at December 31, 2012 amounted to $14,990.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

O. ENTRY INTO ANY MATERIAL DEFINITIVE AGREEMENTS

The Company entered into a Service and Employment Agreement with Ronald Yadin Lowenthal for a 2 (Two) year period commencing on April 30, 2012.

P. TERMINATION OF ANY MATERIAL DEFINITIVE AGREEMENTS

Not applicable for this First Quarter ended December 31, 2012.

Q. COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS, INCLUDING BUT NOT LIMITED TO MERGERS

Not applicable for this First Quarter ended December 31, 2012.

R. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET AGREEMENT

The pre-existing Stockholder Loan was assumed by a third party stockholder, Diamond Peak Resource Corporation, on June 30, 2012. As at December 31, 2012 this amounted to $814,318. This loan is unsecured and bears interest at the rate of 4% per annum.

The Company acquired a loan advanced to North American Gold & Minerals Fund ("NMGL") in the amount of $265,000. NMGL is a Mining Exploration Company quoted on the OTC Markets under the Symbol: NMGL. Ronald Lowenthal, the Chairman of this Company is the sole Officer of NMGL.

The Company acquired a loan advanced to ASPA Gold Corp. ("ASPA") in the amount of $103,700. ASPA is a Mining Exploration Company quoted on the OTC Markets under the Symbol: RENS. Ronald Lowenthal and Ted Blom, the Directors of this Company are both Directors of ASPA.

North American Gold & Minerals Fund owns 71.38% of the outstanding shares of ASPA Gold Corp. Common Stock.

The Company has undertaken to advance the necessary funding, expertise and advisors to both NMGL and ASPA in order for them to become "Current Information" Issuers with the OTC Markets Group. No firm date has been set for these events.

The Company may in the future, enter into a working relationship with North American Gold & Minerals Fund.

These commitments coupled with the Company's existing expenditure will increase the amount owed to Diamond Peak Resource Corporation in respect of further loan advances.

S. TRIGGERING EVENTS THAT ACCELERATE OR INCREASE A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT

The Company has undertaken to advance the necessary funding, expertise and advisors to both North American Gold & Minerals Fund and to ASPA Gold Corp. in order for them to become "Current Information" Issuers with the OTC Markets Group. No firm date has been set for these events.

These commitments coupled with the Company's existing expenditure will increase the amount owed to Diamond Peak Resource Corporation in respect of further loan advances.

T. COSTS ASSOCIATED WITH EXIT OR DISPOSAL ACTIVITIES

Not applicable for this First Quarter ended December 31, 2012.

U. MATERIAL IMPAIRMENTS

Not applicable for this First Quarter ended December 31, 2012.

V. SALES OF EQUITY SECURITIES

Not applicable for this First Quarter ended December 31, 2012.

W. MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS

Not applicable for this First Quarter ended December 31, 2012.

X. CHANGES IN COMPANY'S CERTIFYING ACCOUNTANT

Not applicable for this First Quarter ended December 31, 2012.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Y. NON RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR A RELATED AUDIT REPORT OR COMPLETED INTERIM REVIEW

Not applicable for this First Quarter ended December 31, 2012.

Z. CHANGES IN THE CONTROL OF THE COMPANY

Not applicable for this First Quarter ended December 31, 2012.

Z (1): DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS, ELECTION OF DIRECTORS, APPOINTMENT OF PRINCIPAL OFFICERS

Not applicable for this First Quarter ended December 31, 2012.

Z (2): AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR:

Not applicable for this First Quarter ended December 31, 2012.

Z (3): AMENDMENTS TO ISSUER'S CODE OF ETHICS, OR WAIVER OF A PROVISION OF THE CODE OF ETHICS

Not applicable for this First Quarter ended December 31, 2012.

NOTE 7. GOING CONCERN

The Company's financial statements are prepared using generally accepted accounting principles in the United States of America applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. The ability of the Company to continue as a going concern is dependent on the Company obtaining adequate capital to fund operating losses until it becomes profitable. If the Company is unable to obtain adequate capital, it could be forced to cease operations.

In order to continue as a going concern, the Company will need, among other things, additional capital resources. Management's plan is to obtain such resources for the Company by obtaining capital from management and significant shareholders sufficient to meet its minimal operating expenses and seeking equity and/or debt financing. However management cannot provide any assurances that the Company will be successful in accomplishing any of its plans. The ability of the Company to continue as a going concern is dependent upon its ability to successfully accomplish the plans described in the preceding paragraph and eventually secure other sources of financing and attain profitable operations. The accompanying financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 8. SERVICE AGREEMENTS

On April 30, 2010, the Company entered into a 2 (two) year service agreement with Mr. Ronald Yadin Lowenthal, the Company's Executive Chairman. As compensation under the agreement, the Company agreed to issue 2,500,000 restricted shares. Mr. Lowenthal has agreed that these 2,500,000 restricted shares of the Company's common stock will not be in any manner either assigned, pledged, sold, lent or in any way alienated for a period of 2 (two) years commencing from the date of the agreement and terminating on March 31, 2012. As a signing bonus, the Company agreed to issue 9,500,000 restricted shares of its common stock to Mr. Lowenthal. Mr. Lowenthal has agreed that these 9,500,000 restricted shares of the Company's common stock will not be in any manner either assigned, pledged, sold, lent or in any way alienated for a period of 2 (two) years commencing from the date of the agreement and terminating on March 31, 2012. Through the fiscal year ended September 30, 2010, these shares of common stock were issued pursuant to this agreement, including 9,500,000 shares reflecting the signing bonus, for a total value of $10,417 and $190,000 respectively.

The Company entered into a new 2 (Two) year service agreement with Mr. Ronald Yadin Lowenthal commencing April 30, 2012. The salient terms are a base salary of $1 per year with various Stock Options. The terms of these Stock Options are still being finalized and will be concluded prior to the Company's Financial Year End of September 30, 2012.

On September 29, 2011, the Company entered into a 2 (two) year service agreement with Mr. Nicolaas Edward ("Ted") Blom, the Company's President and Chief Executive Officer. As compensation under the agreement, the Company agreed to issue 2,000,000 restricted shares. Mr. Blom has agreed that these 2,000,000 restricted shares of the Company's common stock will not be in any manner either assigned, pledged, sold, lent or in any way alienated for a period of 2 (two) years commencing from the date of the agreement and terminating on September 28, 2013 As a signing bonus, the Company agreed to issue 10,000,000 restricted shares of its common stock to Mr. Blom. Mr. Blom has agreed that these 10,000,000 restricted shares of the Company's common stock will not be in any manner either assigned, pledged, sold, lent or in any way alienated for a period of 2 (two) years commencing from the date of the agreement and terminating on September 28, 2014. Through the fiscal year ended September 30, 2011, these shares of common stock were issued pursuant to this agreement, including 10,000,000 shares reflecting the signing bonus, for a total value of $2,083 and $100 respectively.

Due to the Company's current lack of cash flows it has determined that a share-based payment arrangement is the most appropriate way to compensate its officers.

Pursuant to ASC 505-50-S99-1 the above mentioned shares have been treated as unissued for accounting purposes until the future services are received (that is, the shares are not considered issued until they are earned). Consequently, there will be no recognition at the measurement date and no entry will be recorded. Consequently, the paid in capital and related expense are only recognized as services are performed, by employee or non-employee. The shares are still included in "Issued and Outstanding" amounts, but there is no actual journal entry until the services are performed. At that point, the appropriate expense is debited and the appropriate capital accounts are credited.

NOTE 9. ACQUISITION OF MINES

A. "KIT CARSON", "POTTS MOUNTAIN" AND "SILVERFIELDS"

The Company issued 97,000,000 restricted shares of its Common Stock to 15 different sellers on May 3, 2010 in order to acquire its initial three Silver Exploration Properties being "Kit Carson", "Potts Mountain" and "Silverfields" at a deemed price of $1,940,000. The Company issued Convertible Loan Notes to the 15 different sellers in the amount of $7,184,000. These Convertible Loan Notes fell due on May 2, 2011. On December 1, 2011, all of the holders of these Convertible Loan Notes consented to an extension of the due date to May 2, 2014 The terms of these Convertible Notes are described in a separate note in these financial statements.

The restricted shares of Common Stock and Convertible Loan Notes issued in terms of this acquisition were as follows:

Name	Principal Amount of Convertible Notes Issued	Number of Shares
Middle Verde Development Co., LLC	$ 390,567	5,275,000
Searchlight Exploration, LLC	$ 390,567	5,275,000
Stelan Real Estate Management, Inc.	$ 781,134	10,550,000
Castlewood Capital Group, S.A.	$ 337,303	4,554,000
Highwave Management Corp.	$ 449,739	6,072,000
Streetside Holdings AG	$ 505,956	6,831,000
Artco Capital Ltd.	$ 393,520	5,313,000
Insight Holdings, S.A.	$ 505,956	6,831,000
Emerald International Corporation	$ 449,739	6,072,000
Saffron Ventures GmbH	$ 505,956	6,831,000
Liberty Investment Services Ltd.	$ 505,956	6,831,000
Macy Ocean Enterprises, Inc.	$ 449,739	6,072,000
Neutral Bay Investments, S.A.	$ 505,956	6,831,000
Diamond Peak Resource Corporation	$ 505,956	6,831,000
Western Treasure Holdings Corp.	$ 505,956	6,831,000
TOTAL	**$ 7,184,000**	**97,000,000**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Work Commitments:

The Company shall make the "Work Expenditures" on or for the benefit of the "Kit Carson", "Silverfields" and "Potts Mountain" Silver Properties, as follows:

The sum of $100,000 (One hundred thousand dollars) on or before June 30, 2012. This work expenditure commitment has been extended by mutual consent to June 30, 2013; and

The sum of $100,000 (One hundred thousand dollars) on or before December 31 of each year thereafter.

A "Net Profits Interest" (See Note 1) and a "Net Smelter Royalty" (See Note 2) is payable to Middle Verde Development Co., LLC and Searchlight Exploration, LLC ("Claimholders").

Company shall maintain in good standing all unpatented mining claims that comprise the Property. Company shall, as required by the Federal Government with respect to unpatented mining claims on federal lands, perform required assessment work or timely pay all claim maintenance or rental fees and all required property taxes, and shall timely make all filings and recordings in the appropriate governmental offices required in connection with such payments. In the event Claimholder makes any such payment (although it shall have no obligation to do so), Company shall promptly reimburse Claimholder for payment of such holding costs upon receipt by Company of evidence of such payment.
Company shall have the right to amend or relocate in the name(s) of Claimholder any unpatented mining claims included in the Property, to locate different types of claims on ground covered by existing claims, and to locate any fractions.

Company agrees to carry such insurance, covering all persons working at or on the Property for Company, as will fully comply with the requirements of the statutes of the State of Arizona pertaining to worker's compensation and occupational disease and disabilities as are now in force or as may be hereafter amended or enacted. In addition, Company agrees to carry liability insurance with respect to its operations at the Property in reasonable amounts in accordance with accepted industry practices.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Note 1:

The Claimholder reserves a 5% (Five percent) net profits interest ("NPI") in the Property. For purposes of Claimholder's and Company's respective NPI, "Net Profits" shall be calculated pursuant to generally accepted accounting principles in the United States of America, provided, however, that the calculation of net profits shall not include any benefit or loss from price hedging and price protection arrangements conducted by or on behalf of Company and, provided, further, that Company shall be entitled to deduct from revenues only the following percentages of total operating costs in lieu of headquarters overhead and headquarters general and administrative expenses: 3% (Three percent) during the development/construction stage of operations and 1% (one percent) during the mining and processing stage of operations and, provided, further, that no deduction shall be made for depletion or depreciation. Claimholder's NPI shall be a fully carried interest, and Claimholder shall not be required to fund any expenses relating to the Property or its exploration, development, production or reclamation.

Note 2:

The Claimholder hereby reserves a 4% (Four percent) net smelter returns royalty ("NSR Royalty") for all commodities produced. For purposes of this Agreement, the "net smelter return" is defined as the amount of money which the smelter or refinery, as the case may be, pays the Company for the commodity based on the then current spot price of gold and silver, with deductions for costs associated with further processing but without deductions for taxes, calculated on an FOB mine site basis

General Note:

"Work Expenditures" is defined as sums spent or incurred by Company directly on the Property for exploration and development of the Property, including drilling, geochemical sampling, geophysical or seismic survey, assaying, and ore reserve calculation; metallurgical and engineering analyses; environmental and permitting analyses and activities; feasibility studies; and financing investigations; plus 5% (Five percent) of such direct costs in lieu of headquarters overhead and general and administrative expenditures.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

B. "ESTER BASIN"

The Company issued 21,000,000 restricted shares of its Common Stock to 15 different sellers on May 3, 2010 in order to acquire the "Ester Basin" Gold Exploration Properties at a deemed price of $420,000. The Company issued Convertible Loan Notes to the 15 different sellers in the amount of $2,000,000. These Convertible Loan Notes fell due on May 2, 2011. On December 1, 2011, all of the holders of these Convertible Loan Notes consented to an extension of the due date to May 2, 2014 The terms of these Convertible Notes are described in a separate note in these financial statements.

The restricted shares of Common Stock and Convertible Loan Notes issued in terms of this acquisition were as follows:

Name	Principal Amount of Convertible Notes Issued	Number of Shares
Searchlight Exploration, LLC	$ 199,980	2,100,000
Stelan Real Estate Management, Inc.	$ 199,980	2,100,000
Castlewood Capital Group, S.A.	$ 96,002	1,008,000
Highwave Management Corp.	$ 128,002	1,344,000
Streetside Holdings AG	$ 144,004	1,512,000
Artco Capital Ltd.	$ 112,003	1,176,000
Insight Holdings, S.A.	$ 144,004	1,512,000
Emerald International Corporation	$ 128,002	1,344,000
Saffron Ventures GmbH	$ 144,004	1,512,000
Liberty Investment Services Ltd.	$ 144,004	1,512,000
Macy Ocean Enterprises, Inc.	$ 128,003	1,344,000
Neutral Bay Investments, S.A.	$ 144,004	1,512,000
Diamond Peak Resource Corporation	$ 144,004	1,512,000
Western Treasure Holdings Corp.	$ 144,004	1,512,000
TOTAL	**$2,000,000**	**21,000,000**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Work Commitments:

The Company shall make the "Work Expenditures" on or for the benefit of the "Ester Basin" Gold Properties in the following amounts:

The sum of $20,000 (Twenty thousand dollars) on or before June 30, 2012. This work expenditure commitment has been extended by mutual consent to June 30, 2013; and

The sum of $20,000 (Twenty thousand dollars) on or before December 31 of each year thereafter.

A "Net Profits Interest" (See Note 1) and a "Net Smelter Royalty" (See Note 2) is payable to Searchlight Exploration, LLC ("Claimholders").

Company shall maintain in good standing all unpatented mining claims that comprise the Property. Company shall, as required by the Federal Government with respect to unpatented mining claims on federal lands, perform required assessment work or timely pay all claim maintenance or rental fees and all required property taxes, and shall timely make all filings and recordings in the appropriate governmental offices required in connection with such payments. In the event Claimholder makes any such payment (although it shall have no obligation to do so), Company shall promptly reimburse Claimholder for payment of such holding costs upon receipt by Company of evidence of such payment.

Company shall have the right to amend or relocate in the name(s) of Claimholder any unpatented mining claims included in the Property, to locate different types of claims on ground covered by existing claims, and to locate any fractions.

Company agrees to carry such insurance, covering all persons working at or on the Property for Company, as will fully comply with the requirements of the statutes of the State of Arizona pertaining to worker's compensation and occupational disease and disabilities as are now in force or as may be hereafter amended or enacted. In addition, Company agrees to carry liability insurance with respect to its operations at the Property in reasonable amounts in accordance with accepted industry practices.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Note 1:

The Claimholder reserves a 5% (Five percent) net profits interest ("NPI") in the Property. For purposes of Claimholder's and Company's respective NPI, "Net Profits" shall be calculated pursuant to generally accepted accounting principles in the United States of America, provided, however, that the calculation of net profits shall not include any benefit or loss from price hedging and price protection arrangements conducted by or on behalf of Company and, provided, further, that Company shall be entitled to deduct from revenues only the following percentages of total operating costs in lieu of headquarters overhead and headquarters general and administrative expenses: 3% (Three percent) during the development/construction stage of operations and 1% (one percent) during the mining and processing stage of operations and, provided, further, that no deduction shall be made for depletion or depreciation. Claimholder's NPI shall be a fully carried interest, and Claimholder shall not be required to fund any expenses relating to the Property or its exploration, development, production or reclamation.

Note 2:

The Claimholder hereby reserves a 4% (Four percent) net smelter returns royalty ("NSR Royalty") for all commodities produced. For purposes of this Agreement, the "net smelter return" is defined as the amount of money which the smelter or refinery, as the case may be, pays the Company for the commodity based on the then current spot price of gold and silver, with deductions for costs associated with further processing but without deductions for taxes, calculated on an FOB mine site basis

General Note:

"Work Expenditures" is defined as sums spent or incurred by Company directly on the Property for exploration and development of the Property, including drilling, geochemical sampling, geophysical or seismic survey, assaying, and ore reserve calculation; metallurgical and engineering analyses; environmental and permitting analyses and activities; feasibility studies; and financing investigations; plus 5% (Five percent) of such direct costs in lieu of headquarters overhead and general and administrative expenditures.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

C. "CLARA"

The Company issued 30,000,000 restricted shares of its Common Stock to 15 different sellers on September 2, 2010 in order to acquire the "Clara" Gold Exploration Properties at a deemed price of $600,000. The Company issued Convertible Loan Notes to the 15 different sellers in the amount of $4,000,000. These Convertible Loan Notes fell due on September 1, 2011. On December 1, 2011, all of the holders of these Convertible Loan Notes consented to an extension of the due date to September 1, 2014 The terms of these Convertible Notes are described in a separate note in these financial statements.

The restricted shares of Common Stock and Convertible Loan Notes issued in terms of this acquisition were as follows:

Name	Principal Amount of Convertible Notes Issued	Number of Shares
Searchlight Exploration, LLC	$ 233,200	1,750,000
Anaconda Exploration, LLC	$ 233,200	1,750,000
Stelan Real Estate Management, Inc.	$ 233,200	1,750,000
Castlewood Capital Group, S.A.	$ 198,024	1,485,000
Highwave Management Corp.	$ 264,032	1,980,000
Streetside Holdings AG	$ 297,036	2,227,500
Artco Capital Ltd.	$ 231,028	1,732,500
Insight Holdings, S.A.	$ 297,036	2,227,500
Emerald International Corporation	$ 264,032	1,980,000
Saffron Ventures GmbH	$ 297,036	2,227,500
Liberty Investment Services Ltd.	$ 297,036	2,227,500
Macy Ocean Enterprises, Inc.	$ 264,032	1,980,000
Neutral Bay Investments, S.A.	$ 297,036	2,227,500
Diamond Peak Resource Corporation	$ 297,036	2,227,500
Western Treasure Holdings Corp.	$ 297,036	2,227,500
TOTAL	**$4,000,000**	**30,000,000**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Work Commitments:

The Company shall make the "Work Expenditures" on or for the benefit of the "Clara" Gold Properties in the following amounts:

The sum of $20,000 (Twenty thousand dollars) on or before June 30, 2012. This work expenditure commitment has been extended by mutual consent to June 30, 2013; and

The sum of $20,000 (Twenty thousand dollars) on or before December 31 of each year thereafter.

A "Net Profits Interest" (See Note 1) and a "Net Smelter Royalty" (See Note 2) is payable to Anaconda Exploration, LLC and Searchlight Exploration, LLC ("Claimholders").

Company shall maintain in good standing all unpatented mining claims that comprise the Property. Company shall, as required by the Federal Government with respect to unpatented mining claims on federal lands, perform required assessment work or timely pay all claim maintenance or rental fees and all required property taxes, and shall timely make all filings and recordings in the appropriate governmental offices required in connection with such payments. In the event Claimholder makes any such payment (although it shall have no obligation to do so), Company shall promptly reimburse Claimholder for payment of such holding costs upon receipt by Company of evidence of such payment.

Company shall have the right to amend or relocate in the name(s) of Claimholder any unpatented mining claims included in the Property, to locate different types of claims on ground covered by existing claims, and to locate any fractions.

Company agrees to carry such insurance, covering all persons working at or on the Property for Company, as will fully comply with the requirements of the statutes of the State of Arizona pertaining to worker's compensation and occupational disease and disabilities as are now in force or as may be hereafter amended or enacted. In addition, Company agrees to carry liability insurance with respect to its operations at the Property in reasonable amounts in accordance with accepted industry practices.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Note 1:

The Claimholder reserves a 5% (Five percent) net profits interest ("NPI") in the Property. For purposes of Claimholder's and Company's respective NPI, "Net Profits" shall be calculated pursuant to generally accepted accounting principles in the United States of America, provided, however, that the calculation of net profits shall not include any benefit or loss from price hedging and price protection arrangements conducted by or on behalf of Company and, provided, further, that Company shall be entitled to deduct from revenues only the following percentages of total operating costs in lieu of headquarters overhead and headquarters general and administrative expenses: 3% (Three percent) during the development/construction stage of operations and 1% (one percent) during the mining and processing stage of operations and, provided, further, that no deduction shall be made for depletion or depreciation. Claimholder's NPI shall be a fully carried interest, and Claimholder shall not be required to fund any expenses relating to the Property or its exploration, development, production or reclamation.

Note 2:

The Claimholder hereby reserves a 4% (Four percent) net smelter returns royalty ("NSR Royalty") for all commodities produced. For purposes of this Agreement, the "net smelter return" is defined as the amount of money which the smelter or refinery, as the case may be, pays the Company for the commodity based on the then current spot price of gold and silver, with deductions for costs associated with further processing but without deductions for taxes, calculated on an FOB mine site basis

General Note:

"Work Expenditures" is defined as sums spent or incurred by Company directly on the Property for exploration and development of the Property, including drilling, geochemical sampling, geophysical or seismic survey, assaying, and ore reserve calculation; metallurgical and engineering analyses; environmental and permitting analyses and activities; feasibility studies; and financing investigations; plus 5% (Five percent) of such direct costs in lieu of headquarters overhead and general and administrative expenditures.

D. "BURNT WELL"

The Company issued 14,000,000 restricted shares of its Common Stock to 15 different sellers on September 29, 2010 in order to acquire the "Clara" Gold Exploration Properties at a deemed price of $280,000. The Company issued Convertible Loan Notes to the 15 different sellers in the amount of $1,800,000. These Convertible Loan Notes fell due on September 28, 2011. On December 1, 2011, all of the holders of these Convertible Loan Notes consented to an extension of the due date to September 28, 2014 The terms of these Convertible Notes are described in a separate note in these financial statements.

The restricted shares of Common Stock and Convertible Loan Notes issued in terms of this acquisition were as follows:

Name	Principal Amount of Convertible Notes Issued	Number of Shares
Searchlight Exploration, LLC	$ 89,500	693,000
Anaconda Exploration, LLC	$ 89,500	693,000
Stelan Real Estate Management, Inc.	$ 179,000	1,386,000
Castlewood Capital Group, S.A.	$ 86,520	673,680
Highwave Management Corp.	$ 115,369	898,240
Streetside Holdings AG	$ 129,780	1,010,520
Artco Capital Ltd.	$ 100,940	785,960
Insight Holdings, S.A.	$ 129,780	1,010,520
Emerald International Corporation	$ 115,351	898,240
Saffron Ventures GmbH	$ 129,780	1,010,520
Liberty Investment Services Ltd.	$ 129,780	1,010,520
Macy Ocean Enterprises, Inc.	$ 115,360	898,240
Neutral Bay Investments, S.A.	$ 129,780	1,010,520
Diamond Peak Resource Corporation	$ 129,780	1,010,520
Western Treasure Holdings Corp.	$ 129,780	1,010,520
TOTAL	**$1,800,000**	**14,000,000**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Work Commitments:

The Company shall make the "Work Expenditures" on or for the benefit of the "Burnt Well" Gold Properties in the following amounts:

The sum of $20,000 (Twenty thousand dollars) on or before June 30, 2012. This work expenditure commitment has been extended by mutual consent to June 30, 2013; and

The sum of $20,000 (Twenty thousand dollars) on or before December 31 of each year thereafter.

A "Net Profits Interest" (See Note 1) and a "Net Smelter Royalty" (See Note 2) is payable to Anaconda Exploration, LLC and Searchlight Exploration, LLC ("Claimholders").

Company shall maintain in good standing all unpatented mining claims that comprise the Property. Company shall, as required by the Federal Government with respect to unpatented mining claims on federal lands, perform required assessment work or timely pay all claim maintenance or rental fees and all required property taxes, and shall timely make all filings and recordings in the appropriate governmental offices required in connection with such payments. In the event Claimholder makes any such payment (although it shall have no obligation to do so), Company shall promptly reimburse Claimholder for payment of such holding costs upon receipt by Company of evidence of such payment.

Company shall have the right to amend or relocate in the name(s) of Claimholder any unpatented mining claims included in the Property, to locate different types of claims on ground covered by existing claims, and to locate any fractions.
Company agrees to carry such insurance, covering all persons working at or on the Property for Company, as will fully comply with the requirements of the statutes of the State of Arizona pertaining to worker's compensation and occupational disease and disabilities as are now in force or as may be hereafter amended or enacted. In addition, Company agrees to carry liability insurance with respect to its operations at the Property in reasonable amounts in accordance with accepted industry practices.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Note 1:

The Claimholder reserves a 5% (Five percent) net profits interest ("NPI") in the Property. For purposes of Claimholder's and Company's respective NPI, "Net Profits" shall be calculated pursuant to generally accepted accounting principles in the United States of America, provided, however, that the calculation of net profits shall not include any benefit or loss from price hedging and price protection arrangements conducted by or on behalf of Company and, provided, further, that Company shall be entitled to deduct from revenues only the following percentages of total operating costs in lieu of headquarters overhead and headquarters general and administrative expenses: 3% (Three percent) during the development/construction stage of operations and 1% (one percent) during the mining and processing stage of operations and, provided, further, that no deduction shall be made for depletion or depreciation. Claimholder's NPI shall be a fully carried interest, and Claimholder shall not be required to fund any expenses relating to the Property or its exploration, development, production or reclamation.

Note 2:

The Claimholder hereby reserves a 4% (Four percent) net smelter returns royalty ("NSR Royalty") for all commodities produced. For purposes of this Agreement, the "net smelter return" is defined as the amount of money which the smelter or refinery, as the case may be, pays the Company for the commodity based on the then current spot price of gold and silver, with deductions for costs associated with further processing but without deductions for taxes, calculated on an FOB mine site basis

General Note:

"Work Expenditures" is defined as sums spent or incurred by Company directly on the Property for exploration and development of the Property, including drilling, geochemical sampling, geophysical or seismic survey, assaying, and ore reserve calculation; metallurgical and engineering analyses; environmental and permitting analyses and activities; feasibility studies; and financing investigations; plus 5% (Five percent) of such direct costs in lieu of headquarters overhead and general and administrative expenditures.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

E. ADDITIONAL CLAIMS AT THE "KIT CARSON" SILVER EXPLORATION PROPERTY

The Company issued 14,000,000 restricted shares of its Common Stock to 15 different sellers on December 2, 2010 in order to acquire its initial three Silver Exploration Properties being "Kit Carson", "Potts Mountain" and "Silverfields" at a deemed price of $280,000. The Company issued Convertible Loan Notes to the 15 different sellers in the amount of $1,800,000. These Convertible Loan Notes fell due on December 1, 2011. On December 1, 2011, all of the holders of these Convertible Loan Notes consented to an extension of the due date to December 1, 2014 The terms of these Convertible Notes are described in a separate note in these financial statements.

The restricted shares of Common Stock and Convertible Loan Notes issued in terms of this acquisition were as follows:

Name	Principal Amount of Convertible Notes Issued	Number of Shares
Searchlight Exploration, LLC	$ 89,500	693,000
Middle Verde Development Co., LLC	$ 89,500	693,000
Stelan Real Estate Management, Inc.	$ 179,000	1,386,000
Castlewood Capital Group, S.A.	$ 86,520	673,680
Highwave Management Corp.	$ 115,369	898,240
Streetside Holdings AG	$ 129,780	1,010,520
Artco Capital Ltd.	$ 100,940	785,960
Insight Holdings, S.A.	$ 129,780	1,010,520
Emerald International Corporation	$ 115,351	898,240
Saffron Ventures GmbH	$ 129,780	1,010,520
Liberty Investment Services Ltd.	$ 129,780	1,010,520
Macy Ocean Enterprises, Inc.	$ 115,360	898,240
Neutral Bay Investments, S.A.	$ 129,780	1,010,520
Diamond Peak Resource Corporation	$ 129,780	1,010,520
Western Treasure Holdings Corp.	$ 129,780	1,010,520
TOTAL	**$1,800,000**	**14,000,000**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Work Commitments:

The Company shall make the "Work Expenditures" on or for the benefit of the additional claims on the "Kit Carson" Silver Properties in the following amounts:

The sum of $20,000 (One hundred thousand dollars) on or before June 30, 2012. This work expenditure commitment has been extended by mutual consent to June 30, 2013; and

The sum of $20,000 (One hundred thousand dollars) on or before December 31 of each year thereafter.

A "Net Profits Interest" (See Note 1) and a "Net Smelter Royalty" (See Note 2) is payable to Middle Verde Development Co., LLC and Searchlight Exploration, LLC ("Claimholders").

Company shall maintain in good standing all unpatented mining claims that comprise the Property. Company shall, as required by the Federal Government with respect to unpatented mining claims on federal lands, perform required assessment work or timely pay all claim maintenance or rental fees and all required property taxes, and shall timely make all filings and recordings in the appropriate governmental offices required in connection with such payments. In the event Claimholder makes any such payment (although it shall have no obligation to do so), Company shall promptly reimburse Claimholder for payment of such holding costs upon receipt by Company of evidence of such payment.

Company shall have the right to amend or relocate in the name(s) of Claimholder any unpatented mining claims included in the Property, to locate different types of claims on ground covered by existing claims, and to locate any fractions.

Company agrees to carry such insurance, covering all persons working at or on the Property for Company, as will fully comply with the requirements of the statutes of the State of Arizona pertaining to worker's compensation and occupational disease and disabilities as are now in force or as may be hereafter amended or enacted. In addition, Company agrees to carry liability insurance with respect to its operations at the Property in reasonable amounts in accordance with accepted industry practices.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Note 1:

The Claimholder reserves a 5% (Five percent) net profits interest ("NPI") in the Property. For purposes of Claimholder's and Company's respective NPI, "Net Profits" shall be calculated pursuant to generally accepted accounting principles in the United States of America, provided, however, that the calculation of net profits shall not include any benefit or loss from price hedging and price protection arrangements conducted by or on behalf of Company and, provided, further, that Company shall be entitled to deduct from revenues only the following percentages of total operating costs in lieu of headquarters overhead and headquarters general and administrative expenses: 3% (Three percent) during the development/construction stage of operations and 1% (one percent) during the mining and processing stage of operations and, provided, further, that no deduction shall be made for depletion or depreciation. Claimholder's NPI shall be a fully carried interest, and Claimholder shall not be required to fund any expenses relating to the Property or its exploration, development, production or reclamation.

Note 2:

The Claimholder hereby reserves a 4% (Four percent) net smelter returns royalty ("NSR Royalty") for all commodities produced. For purposes of this Agreement, the "net smelter return" is defined as the amount of money which the smelter or refinery, as the case may be, pays the Company for the commodity based on the then current spot price of gold and silver, with deductions for costs associated with further processing but without deductions for taxes, calculated on an FOB mine site basis

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

General Note:

"Work Expenditures" is defined as sums spent or incurred by Company directly on the Property for exploration and development of the Property, including drilling, geochemical sampling, geophysical or seismic survey, assaying, and ore reserve calculation; metallurgical and engineering analyses; environmental and permitting analyses and activities; feasibility studies; and financing investigations; plus 5% (Five percent) of such direct costs in lieu of headquarters overhead and general and administrative expenditures.

Pursuant to ASC No. 360-10-15, "Impairment or Disposal of Long-Lived Assets", a charge to operating costs of $18,224,000 was recorded. The charge included the impairment of the “Kit Carson” Silver Exploration Property, the “Potts Mountain” Silver Exploration Property, the “Silverfields” Silver Exploration Property, the “Clara” Gold Exploration Property and the “Burnt Well” Gold Exploration Property; due to the lack of funds needed to further develop the mines and hence the lack of any future expected cash flows.

NOTE 10. WARRANTS AND OPTIONS

There are no warrants or options outstanding to acquire any additional shares of common stock.

NOTE 11. RELATED PARTY TRANSACTIONS

The Officers and the directors of the Company are involved in other business activities and may, in the future, become involved in other business opportunities as they become available. Thus they may face a conflict in selecting between the Company and their other business interests. The Company has not formulated a policy for the resolution of such conflicts.

NOTE 12. INCOME TAXES

Realization of deferred tax assets is dependent upon sufficient future taxable income during the period that deductible temporary differences and carry forwards are expected to be available to reduce taxable income. As the achievement of required future taxable income is uncertain, the Company recorded a valuation allowance. As of September 30, 2012 and 2011, the Company has a net operating loss carry forwards of approximately $23,020,667 and $21,703,597. Net operating loss carry forward expires twenty years from the date the loss was incurred.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 13. LOAN - UNRELATED PARTY

Angel Vest, LLC has provided an amount of $47,460 on May 2, 2010 in respect of a Loan to GNCC Capital, Inc. This facility is unsecured, bears interest at the rate of 10% (ten percent) per annum and is repayable on May 1, 2011. Angel Vest, LLC agreed to extend the repayment of this Loan by the Company, for an indefinite period of time. As at December 31, 2012, the accrued interest amounted to $13,592.

NOTE 14. STOCK TRANSACTIONS

Transactions, other than employees' stock issuance, are in accordance with ASC No. 505. Thus issuances shall be accounted for based on the fair value of the consideration received. Transactions with employees' stock issuance are in accordance with ASC No. 718. These issuances shall be accounted for based on the fair value of the consideration received or the fair value of the equity instruments issued, or whichever is more readily determinable.

The Company issued 12,000,000 common shares to Mr. R Y Lowenthal on April 30, 2010 in respect of his Service Agreement at a deemed price of $240,000.

The Company issued 97,000,000 common shares to 15 different sellers on May 3, 2010 in order to acquire its initial three Silver Exploration Properties at a deemed price of $1,940,000.

The Company issued 21,000,000 common shares to 15 different sellers on May 3, 2010 in order to acquire its “Ester Basin” Gold Exploration Properties at a deemed price of $420,000.

The Company issued 30,000,000 common shares to 15 different sellers on September 2, 2010 in order to acquire its “Clara” Gold Exploration Properties at a deemed price of $600,000.

The Company issued 14,000,000 common shares to 15 different sellers on September 29, 2010 in order to acquire its “Burnt Well” Gold Exploration Properties at a deemed price of $280,000.

The Company issued 14,000,000 common shares to 15 different sellers on December 2, 2010 in order to acquire additional claims at its “Kit Carson” Silver Exploration Properties at a deemed price of $280,000

The Company issued 12,000,000 common shares to Mr. N E Blom on September 29, 2011 in respect of his Service Agreement at a deemed price of $50,100.

As of September 30, 2011 and at June 30, 2012 the Company had 203,133,470 shares of common stock issued and outstanding. All 203,133,470 shares issued and outstanding carry full voting rights.

NOTE 15. CONVERTIBLE LOAN NOTES PAYABLE

As at September 30, 2011, the Company had issued Convertible Loan Notes in the amount of $16,784,000 to fund the acquisition of the Company's Silver and Gold Exploration Properties.

On December 1, 2011, the holders of each of these Convertible Loan Notes consented to an extension of 3 (three) years from the due date of these Convertible Loan Notes.

These Convertible Loan Notes bear interest at 5% (five percent) per annum.

The salient terms of these Convertible Loan Notes, are as follows:

A. Interest:

The Company promises to pay interest at the Interest Rate in cash on the principal amount of this Note. The Company will pay cash interest semiannually in arrears on June 30 and December 31 of each year (each an "Interest Payment Date"), beginning on December 31, 2010, to Holders of record at the close of business on the preceding June 15 and December 15 (whether or not a business day) (each a "Regular Record Date"), as the case may be, immediately preceding such Interest Payment Date. Cash interest on the Notes will accrue from the most recent date to which interest has been paid or duly provided or, if no interest has been paid, from the Issue Date. Cash interest will be computed on the basis of a 360-day year of twelve 30-day months. The Company shall pay cash interest on overdue principal at the rate borne by the Notes, and it shall pay interest in cash on overdue installments of cash interest at the same rate to the extent lawful. All such overdue cash interest shall be payable on demand. Upon conversion, accrued and unpaid interest shall be deemed paid in full rather than cancelled, extinguished or forfeited.

B. Optional Redemption:

The Note is not redeemable prior to December 31, 2010. On and after December 31, 2010, the Company may at its option, redeem the Notes in whole or in part at any time or in part from time to time, in cash. If the Company redeems the Notes at its option, the Notes will be redeemed at a redemption price equal to 100% (One hundred percent) of the principal amount (the "Redemption Price"), plus accrued and unpaid interest, if any, to (but not including) the Redemption Date. If a Redemption Date is after a Regular Record Date but on or prior to the corresponding Interest Payment Date, the accrued and unpaid interest becoming due on such date shall be payable to the Holders of such Notes, or one or more predecessor Notes, registered as such on the relevant Regular Record Date according to their terms, and the Redemption Price shall not include such interest payment. If fewer than all the Notes are to be redeemed, the Agent shall select the particular Notes to be redeemed from the outstanding Notes by lot or shall redeem each note proportionally.

On and after the Redemption Date, interest ceases to accrue on Notes or portions of Notes called for redemption, unless the Company defaults in the payment of the Redemption Price and accrued and unpaid interest.

30 (Thirty) days prior notice of redemption will be given by the Company to the Holders at their registered address of record.

No sinking fund is provided for the Notes.

C. Conversion of Note:

Except as set forth in the next sentence, a Holder of a Note may convert such Note (or any portion thereof equal to $1,000 or any integral multiple of $1,000 in excess thereof) into Common Stock at any time at the Conversion Rate then in effect. If such Note is called for redemption, such conversion right shall terminate at the close of business on the second Business Day prior to the Redemption Date for such Note (unless the Company shall default in making the redemption payment when due, in which case the conversion right shall terminate at the close of business on the date such default is cured and such Note is redeemed).

The number of shares of Common Stock issuable upon conversion of a Note shall be determined by dividing the principal amount of the Note or portion thereof surrendered for conversion by $1,000, and then multiplying the quotient by the Conversion Rate in effect on the Conversion Date. The "Conversion Rate" is based on the average trading price as reported for the 5 (Five) trading days preceding the date of conversion. The Company shall pay cash adjustment in lieu of any fractional share of Common Stock.

To convert a Certificated Note, a Holder must (1) complete and manually sign a conversion notice in the form of Exhibit A hereto (or complete and manually sign a facsimile of such notice) and deliver such notice to the Conversion Agent, (2) surrender the Note to the Conversion Agent, (3) furnish appropriate endorsements and transfer documents if required by the Conversion Agent, the Company or the Agent and (4) pay any transfer or similar tax, if required.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Schedule of Convertible Notes Issued

Loan Note Issued To	Amount	Due Date
Acquisition of Three Silver Properties dated May 3, 2010:		
Middle Verde Development Co., LLC	$ 390,567	05/03/2011
Searchlight Exploration, LLC	$ 390,567	05/03/2011
Stelan Real Estate Management, Inc.	$ 781,134	05/03/2011
Castlewood Capital Group, S.A.	$ 337,303	05/03/2011
Highwave Management Corp.	$ 449,739	05/03/2011
Streetside Holdings AG	$ 505,956	05/03/2011
Artco Capital Ltd.	$ 393,520	05/03/2011
Insight Holdings, S.A.	$ 505,956	05/03/2011
Emerald International Corporation	$ 449,739	05/03/2011
Saffron Ventures GmbH	$ 505,956	05/03/2011
Liberty Investment Services Ltd.	$ 505,956	05/03/2011
Macy Ocean Enterprises, Inc.	$ 449,739	05/03/2011
Neutral Bay Investments, S.A.	$ 505,956	05/03/2011
Diamond Peak Resource Corporation	$ 505,956	05/03/2011
Western Treasure Holdings Corp.	$ 505,956	05/03/2011
SUB TOTAL	**$7,184,000**	

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Schedule of Convertible Notes Issued (Continued):

Loan Note Issued To	Amount	Due Date
Acquisition of Ester Basin Gold dated May 3, 2010:		
Searchlight Exploration, LLC	$ 199,980	05/03/2011
Stelan Real Estate Management, Inc.	$ 199,980	05/03/2011
Castlewood Capital Group, S.A.	$ 96,002	05/03/2011
Highwave Management Corp.	$ 128,002	05/03/2011
Streetside Holdings AG	$ 144,004	05/03/2011
Artco Capital Ltd.	$ 112,003	05/03/2011
Insight Holdings, S.A.	$ 144,004	05/03/2011
Emerald International Corporation	$ 128,002	05/03/2011
Saffron Ventures GmbH	$ 144,004	05/03/2011
Liberty Investment Services Ltd.	$ 144,004	05/03/2011
Macy Ocean Enterprises, Inc.	$ 128,003	05/03/2011
Neutral Bay Investments, S.A.	$ 144,004	05/03/2011
Diamond Peak Resource Corporation	$ 144,004	05/03/2011
Western Treasure Holdings Corp.	$ 144,004	05/03/2011
SUB TOTAL	**$2,000,000**	
Acquisition of Clara Gold dated September 2, 2010:		
Searchlight Exploration, LLC	$ 233,200	09/02/2011
Anaconda Exploration, LLC	$ 233,200	09/02/2011
Stelan Real Estate Management, Inc.	$ 233,200	09/02/2011
Castlewood Capital Group, S.A.	$ 198,024	09/02/2011
Highwave Management Corp.	$ 264,032	09/02/2011
Streetside Holdings AG	$ 297,036	09/02/2011
Artco Capital Ltd.	$ 231,028	09/02/2011
Insight Holdings, S.A.	$ 297,036	09/02/2011
Emerald International Corporation	$ 264,032	09/02/2011
Saffron Ventures GmbH	$ 297,036	09/02/2011
Liberty Investment Services Ltd.	$ 297,036	09/02/2011
Macy Ocean Enterprises, Inc.	$ 264,032	09/02/2011
Neutral Bay Investments, S.A.	$ 297,036	09/02/2011
Diamond Peak Resource Corporation	$ 297,036	09/02/2011
Western Treasure Holdings Corp.	$ 297,036	09/02/2011
SUB TOTAL	**$4,000,000**	

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Schedule of Convertible Notes Issued (Continued):

Loan Note Issued To	Amount	Due Date
Acquisition of Burnt Well Gold dated September 29, 2010		
Searchlight Exploration, LLC	$ 89,500	09/29/2011
Anaconda Exploration, LLC	$ 89,500	09/29/2011
Stelan Real Estate Management, Inc.	$ 179,000	09/29/2011
Castlewood Capital Group, S.A.	$ 86,520	09/29/2011
Highwave Management Corp.	$ 115,369	09/29/2011
Streetside Holdings AG	$ 129,780	09/29/2011
Artco Capital Ltd.	$ 100,940	09/29/2011
Insight Holdings, S.A.	$ 129,780	09/29/2011
Emerald International Corporation	$ 115,351	09/29/2011
Saffron Ventures GmbH	$ 129,780	09/29/2011
Liberty Investment Services Ltd.	$ 129,780	09/29/2011
Macy Ocean Enterprises, Inc.	$ 115,360	09/29/2011
Neutral Bay Investments, S.A.	$ 129,780	09/29/2011
Diamond Peak Resource Corporation	$ 129,780	09/29/2011
Western Treasure Holdings Corp.	$ 129,780	09/29/2011
SUB TOTAL	**$1,800,000**	

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Schedule of Convertible Notes Issued (Continued):

Loan Note Issued To	Amount	Due Date
Searchlight Exploration, LLC	$ 89,500	12/02/2011
Middle Verde Development Co., LLC	$ 89,500	12/02/2011
Stelan Real Estate Management, Inc.	$ 179,000	12/02/2011
Castlewood Capital Group, S.A.	$ 86,520	12/02/2011
Highwave Management Corp.	$ 115,369	12/02/2011
Streetside Holdings AG	$ 129,780	12/02/2011
Artco Capital Ltd.	$ 100,940	12/02/2011
Insight Holdings, S.A.	$ 129,780	12/02/2011
Emerald International Corporation	$ 115,351	12/02/2011
Saffron Ventures GmbH	$ 129,780	12/02/2011
Liberty Investment Services Ltd.	$ 129,780	12/02/2011
Macy Ocean Enterprises, Inc.	$ 115,360	12/02/2011
Neutral Bay Investments, S.A.	$ 129,780	12/02/2011
Diamond Peak Resource Corporation	$ 129,780	12/02/2011
Western Treasure Holdings Corp.	$ 129,780	12/02/2011
SUB TOTAL	**$ 1,800,000**	
TOTAL ISSUED CONVERTIBLE LOAN NOTES:	**$16,784,000**	

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 16. CAPITAL STOCK

Preferred Stock:

No Preferred Stock has been authorized.

Common Stock:

We have 500,000,000 authorized shares of Common Stock, $0.00001 par value per share.

All shares of Common Stock have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company.

NOTE 17. RECLAMATION AND REMEDIATION OBLIGATIONS

Reclamation costs are allocated to expense over the life of the related assets and are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation and remediation costs. Reclamation obligations are based on when the spending for an existing environmental disturbance will occur. We review, on at least an annual basis, the reclamation obligation at each mine.

Reclamation obligations for inactive mines are accrued based on management's best estimate of the costs expected to be incurred at a site. Such cost estimates include, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines are reflected in earnings in the period an estimate is revised. Accounting for reclamation and remediation obligations requires management to make estimates unique to each mining operation of the future costs we will incur to complete the reclamation and remediation work required to comply with existing laws and regulations. Actual costs incurred in future periods could differ from amounts estimated. Additionally, future changes to environmental laws and regulations could increase the extent of reclamation and remediation work required. Any such increases in future costs could materially impact the amounts charged to earnings for reclamation and remediation.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 18. INCOME AND MINING TAXES

We recognize the expected future tax benefit from deferred tax assets when the tax benefit is considered to be more likely than not of being realized. Assessing the recoverability of deferred tax assets requires management to make significant estimates related to expectations of future taxable income. Estimates of future taxable income are based on forecasted cash flows and the application of existing tax laws in each jurisdiction. Refer above to Carrying Value of Long-Lived Assets for a discussion of the factors that could cause future cash flows to differ from estimates. To the extent that future cash flows and taxable income differ significantly from estimates, our ability to realize deferred tax assets recorded at the balance sheet date could be impacted.

Additionally, future changes in tax laws in the jurisdictions in which we operate could limit our ability to obtain the future tax benefits represented by our deferred tax assets recorded at the reporting date. Our operations could involve dealing with uncertainties and judgments in the application of complex tax regulations in multiple jurisdictions. The final taxes paid are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from federal, state, and international tax audits.

We recognize potential liabilities and record tax liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on our estimate of whether, and the extent to which, additional taxes will be due. We adjust these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. If our estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If an estimate of tax liabilities proves to be greater than the ultimate assessment, a tax benefit would result. We recognize interest and penalties, if any, related to unrecognized tax benefits in *Income and mining tax expense*.

NOTE 19. INVESTMENTS

Management determines the appropriate classification of its investments in equity securities at the time of purchase and reevaluates such determinations at each reporting date. Investments in incorporated entities in which the Company's ownership is greater than 20% and less than 50%, or which the Company does not control through majority ownership or means other than voting rights, are accounted for by the equity method and are included in long-term assets. The Company accounts for its marketable security investments as available for sale securities in accordance with ASC guidance on accounting for certain investments in debt and equity securities. The Company periodically evaluates whether declines in fair values of its investments below the Company's carrying value are other-than-temporary in accordance with ASC guidance.

The Company's policy is to generally treat a decline in the investment's quoted market value that has lasted continuously for more than six months as an other-than-temporary decline in value. The Company also monitors its investments for events or changes in circumstances that have occurred that may have a significant adverse effect on the fair value of the investment and evaluates qualitative and quantitative factors regarding the severity and duration of the unrealized loss and the Company's ability to hold the investment until a forecasted recovery occurs to determine if the decline in value of an investment is other-than-temporary. Declines in fair value below the Company's carrying value deemed to be other-than-temporary are charged to earnings.

NOTE 20. PROPERTY, PLANT AND MINE EQUIPMENT

Facilities and equipment:

Expenditures for new facilities or equipment and expenditures that extend the useful lives of existing facilities or equipment are capitalized and recorded at cost. The facilities and equipment are amortized using the straight-line method at rates sufficient to amortize such costs over the estimated productive lives, which do not exceed the related estimated mine lives, of such facilities based on proven and probable reserves.

Mine Development:

Mine development costs include engineering and metallurgical studies, drilling and other related costs to delineate an ore body, the removal of overburden to initially expose an ore body at open pit surface mines and the building of access ways, shafts, lateral access, drifts, ramps and other infrastructure at underground mines. Costs incurred before mineralization is classified as proven and probable reserves are expensed and classified as *Exploration* or *Advanced projects, research and development* expense. Capitalization of mine development project costs, that meet the definition of an asset, begins once mineralization is classified as proven and probable reserves.

Drilling and related costs are capitalized for an ore body where proven and probable reserves exist and the activities are directed at obtaining additional information on the ore body or converting non-reserve mineralization to proven and probable reserves. All other drilling and related costs are expensed as incurred. Drilling costs incurred during the production phase for operational ore control are allocated to inventory costs and then included as a component of *Costs applicable to sales*.

The cost of removing overburden and waste materials to access the ore body at an open pit mine prior to the production phase are referred to as "pre-stripping costs." Pre-stripping costs are capitalized during the development of an open pit mine. Where multiple open pits exist at a mining complex utilizing common processing facilities, pre-stripping costs are capitalized at each pit. The removal, production, and sale of de minimis saleable materials may occur during development and are recorded as *Other income,* net of incremental mining and processing costs. The production phase of an open pit mine commences when saleable minerals, beyond a de minimis amount, are produced.

Stripping costs incurred during the production phase of a mine are variable production costs that are included as a component of inventory to be recognized in *Costs applicable to sales* in the same period as the revenue from the sale of inventory. The Company's definition of a mine and the mine's production phase may differ from that of other companies in the mining industry resulting in incomparable allocations of stripping costs to deferred mine development and production costs. Other mining companies may expense pre-stripping costs associated with subsequent pits within a mining complex.

Mine development costs are amortized using the units-of-production ("UOP") method based on estimated recoverable ounces or pounds in proven and probable reserves. To the extent that these costs benefit an entire ore body, they are amortized over the estimated life of the ore body. Costs incurred to access specific ore blocks or areas that only provide benefit over the life of that area are amortized over the estimated life of that specific ore block or area.

Mineral Interests:

Mineral interests include acquired interests in production, development and exploration stage properties. The mineral interests are capitalized at their fair value at the acquisition date, either as an individual asset purchase or as part of a business combination. The value of such assets is primarily driven by the nature and amount of mineralized material believed to be contained in such properties. Production stage mineral interests represent interests in operating properties that contain proven and probable reserves.

Development stage mineral interests represent interests in properties under development that contain proven and probable reserves. Exploration stage mineral interests represent interests in properties that are believed to potentially contain mineralized material consisting of

(i) mineralized material such as inferred material within pits; measured, indicated and inferred material with insufficient drill spacing to qualify as proven and probable reserves; and inferred material in close proximity to proven and probable reserves;

(ii) around-mine exploration potential such as inferred material not immediately adjacent to existing reserves and mineralization, but located within the immediate mine area;

(iii) other mine-related exploration potential that is not part of measured, indicated or inferred material and is comprised mainly of material outside of the immediate mine area;

(iv) greenfields exploration potential that is not associated with any other production, development or exploration stage property, as described above; or

(v) any acquired right to explore or extract a potential mineral deposit. The Company's mineral rights generally are enforceable regardless of whether proven and probable reserves have been established. In certain limited situations, the nature of a mineral right change from an exploration right to a mining right upon the establishment of proven and probable reserves. The Company has the ability and intent to renew mineral interests where the existing term is not sufficient to recover all identified and valued proven and probable reserves and/or undeveloped mineralized material.

NOTE 21. ASSET IMPAIRMENT

The Company reviews and evaluates its long-lived assets for impairment when events or changes in circumstances indicate that the related carrying amounts may not be recoverable. An impairment is considered to exist if the total estimated future cash flows on an undiscounted basis are less than the carrying amount of the assets, including goodwill, if any. An impairment loss is measured and recorded based on discounted estimated future cash flows. Future cash flows are estimated based on quantities of recoverable minerals, expected gold and other commodity prices (considering current and historical prices, trends and related factors), production levels, operating costs, capital requirements and reclamation costs, all based on life-of-mine plans. Existing proven and probable reserves and value beyond proven and probable reserves, including mineralization that is not part of the measured, indicated or inferred resource base, are included when determining the fair value of mine site reporting units at acquisition and, subsequently, in determining whether the assets are impaired. The term "recoverable minerals" refers to the estimated amount of gold or other commodities that will be obtained after taking into account losses during ore processing and treatment.

Estimates of recoverable minerals from such exploration stage mineral interests are risk adjusted based on management's relative confidence in such materials. In estimating future cash flows, assets are grouped at the lowest levels for which there are identifiable cash flows that are largely independent of future cash flows from other asset groups. The Company's estimates of future cash flows are based on numerous assumptions and it is possible that actual future cash flows will be significantly different than the estimates, as actual future quantities of recoverable minerals, gold and other commodity prices, production levels and costs and capital are each subject to significant risks and uncertainties.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 22. REVENUE RECOGNITION

Revenue is recognized, net of treatment and refining charges, from a sale when persuasive evidence of an arrangement exists, the price is determinable, the product has been delivered, the title has been transferred to the customer and collection of the sales price is reasonably assured. Revenues from by-product sales are credited to *Costs applicable to sales* as a by-product credit.

Concentrate sales are initially recorded based on 100% of the provisional sales prices. Until final settlement occurs, sales prices are made to take into account the mark-to-market changes based on the forward prices for the estimated month of settlement. For changes in metal quantities upon receipt of new information and assay, the provisional sales quantities are adjusted as well. The principal risks associated with recognition of sales on a provisional basis include metal price fluctuations between the date initially recorded and the date of final settlement. If a significant decline in metal prices occurs between the provisional pricing date and the final settlement date, it is reasonably possible that the Company could be required to return a portion of the sales proceeds received based on the provisional invoice.

The Company's sales based on a provisional price contain an embedded derivative that is required to be separated from the host contract for accounting purposes. The host contract is the receivable from the sale of the concentrates at the forward exchange price at the time of sale. The embedded derivative, which does not qualify for hedge accounting, is marked to market through earnings each period prior to final settlement.

NOTE 23. INCOME AND MINING TAXES

The Company accounts for income taxes using the liability method, recognizing certain temporary differences between the financial reporting basis of the Company's liabilities and assets and the related income tax basis for such liabilities and assets. This method generates either a net deferred income tax liability or asset for the Company, as measured by the statutory tax rates in effect. The Company derives its deferred income tax charge or benefit by recording the change in either the net deferred income tax liability or asset balance for the year. Mining taxes represent state and provincial taxes levied on mining operations and are classified as income taxes; as such taxes are based on a percentage of mining profits. With respect to the earnings that the Company derives from the operations of its consolidated subsidiaries, in those situations where the earnings are indefinitely reinvested, no deferred taxes have been provided on the unremitted earnings (including the excess of the carrying value of the net equity of such entities for financial reporting purposes over the tax basis of such equity) of these consolidated companies.

The Company's deferred income tax assets include certain future tax benefits. The Company records a valuation allowance against any portion of those deferred income tax assets when it believes, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred income tax asset will not be realized.

The Company's operations may involve dealing with uncertainties and judgments in the application of complex tax regulations in multiple jurisdictions. The final taxes paid are dependent upon many factors, including negotiations with taxing authorities in various jurisdictions and resolution of disputes arising from federal, state, and international tax audits. The Company recognizes potential liabilities and records tax liabilities for anticipated tax audit issues in the U.S. and other tax jurisdictions based on its estimate of whether, and the extent to which, additional taxes will be due. The Company adjusts these reserves in light of changing facts and circumstances; however, due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from the Company's current estimate of the tax liabilities. If the Company's estimate of tax liabilities proves to be less than the ultimate assessment, an additional charge to expense would result. If the estimate of tax liabilities proves to be greater than the ultimate assessment, a tax benefit would result. The Company recognizes interest and penalties, if any, related to unrecognized tax benefits in *Income and mining tax expense*.

NOTE 24. RECLAMATION AND REMEDIATION COSTS

Reclamation obligations are recognized when incurred and recorded as liabilities at fair value. The liability is accreted over time through periodic charges to earnings. In addition, the asset retirement cost is capitalized as part of the asset's carrying value and amortized over the life of the related asset. Reclamation costs are periodically adjusted to reflect changes in the estimated present value resulting from the passage of time and revisions to the estimates of either the timing or amount of the reclamation costs. The reclamation obligation is based on when spending for an existing disturbance will occur. The Company reviews, on an annual basis, unless otherwise deemed necessary, the reclamation obligation at each mine site in accordance with ASC guidance for reclamation obligations.

Future remediation costs for inactive mines are accrued based on management's best estimate at the end of each period of the costs expected to be incurred at a site. Such cost estimates include, where applicable, ongoing care, maintenance and monitoring costs. Changes in estimates at inactive mines are reflected in earnings in the period an estimate is revised.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 25. FOREIGN CURRENCY

The functional currency for the majority of the Company's operations is the U.S. dollar. All monetary assets and liabilities where the functional currency is the U.S. dollar are translated at current exchange rates and the resulting adjustments are included in *Other income, net*. All assets and liabilities recorded in functional currencies other than U.S. dollars are translated at current exchange rates and the resulting adjustments are charged or credited directly to *Accumulated other comprehensive income* in *Equity*. Revenues and expenses in foreign currencies are translated at the weighted-average exchange rates for the period.

NOTE 26. DERIVATIVE INSTRUMENTS

The Company may in the future have forward contracts designated as cash flow hedges in place to hedge against changes in foreign exchanges rates and diesel prices, and forward starting swap contracts to hedge against changes in treasury rates. The fair value of derivative contracts qualifying as cash flow hedges are reflected as assets or liabilities in the balance sheet. To the extent these hedges are effective in offsetting forecasted cash flows from production costs (the "effective portion"), changes in fair value are deferred in *Accumulated other comprehensive income*. Amounts deferred in *Accumulated other comprehensive income* are reclassified to income when the hedged transaction has occurred. The ineffective portion of the change in the fair value of the derivative is recorded in *Other income, net* in each period. Cash transactions related to the Company's derivative contracts accounted for as hedges are classified in the same category as the item being hedged in the statement of cash flows.

When derivative contracts qualifying as cash flow hedges are settled, accelerated or restructured before the maturity date of the contracts, the related amount in *Accumulated other comprehensive income* at the settlement date is deferred and reclassified to earnings, as applicable, when the originally designated hedged transaction impacts earnings.
The fair value of derivative contracts qualifying as fair value hedges are reflected as assets or liabilities in the balance sheet. Changes in fair value are recorded in income in each period, consistent with recording changes to the mark-to-market value of the underlying hedged asset or liability in income. The Company will assess the effectiveness of the derivative contracts periodically using either regression analysis or the dollar offset approach, both retrospectively and prospectively, to determine whether the hedging instruments have been highly effective in offsetting changes in the fair value of the hedged items. The Company will also assess periodically whether the hedging instruments are expected to be highly effective in the future. If a hedging instrument is not expected to be highly effective, the Company will stop hedge accounting prospectively. In those instances, the gains or losses remain in *Accumulated other comprehensive income* until the hedged item affects earnings.

NOTE 27. NET INCOME PER COMMON SHARE

Basic and diluted income per share is presented for *Net income attributable to the Company stockholders* and for *Income from continuing operations attributable to the Company stockholders*. Basic income per share is computed by dividing income available to common shareholders by the weighted-average number of outstanding common shares for the period, including the exchangeable shares. Diluted income per share reflects the potential dilution that could occur if securities or other contracts that may require the issuance of common shares in the future were converted. Diluted income per share is computed by increasing the weighted-average number of outstanding common shares to include the additional common shares that would be outstanding after conversion and adjusting net income for changes that would result from the conversion. Only those securities or other contracts that result in a reduction in earnings per share are included in the calculation.

NOTE 28. COMPREHENSIVE INCOME

In addition to *Net income, Comprehensive income (loss)* includes all changes in equity during a period, such as adjustments to minimum pension liabilities, foreign currency translation adjustments, the effective portion of changes in fair value of derivative instruments that qualify as cash flow hedges and cumulative unrecognized changes in fair value of marketable securities available for-sale or other investments, except those resulting from investments by and distributions to owners.

NOTE 29. RECENTLY ADOPTED ACCOUNTING PRONOUNCEMENTS

Business Combinations:

In December 2010, the ASC guidance for business combinations was updated to clarify existing guidance which requires a public entity to disclose pro forma revenue and earnings of the combined entity as though the business combination(s) that occurred during the current year had occurred as of the beginning of the comparable prior annual period only. The update also expands the supplemental pro forma disclosures required to include a description of the nature and amount of material, nonrecurring pro forma adjustments directly attributable to the business combination included in the reported pro forma revenue and earnings. Adoption of the updated guidance, effective for the Company's fiscal year beginning October, 2011, had no impact on the Company's consolidated financial position, results of operations or cash flows.

Fair Value Accounting:

In January 2010, the ASC guidance for fair value measurements and disclosure was updated to require additional disclosures related to transfers in and out of level 1 and 2 fair value measurements. The guidance was amended to clarify the level of disaggregation required for assets and liabilities and the disclosures required for inputs and valuation techniques used to measure the fair value of assets and liabilities that fall in either level 2 or level 3. The updated guidance was effective for the Company's fiscal year beginning October 1, 2010. The adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

Also in January 2010, the ASC guidance for fair value measurements and disclosure was updated to require enhanced detail in the level 3 reconciliation. Adoption of the updated guidance, effective for the Company's fiscal year beginning October 1, 2011, had no impact on the Company's consolidated financial position, results of operations or cash flows.

Variable Interest Entities:

In June 2009, the ASC guidance for consolidation accounting was updated to require an entity to perform a qualitative analysis to determine whether the enterprise's variable interest gives it a controlling financial interest in a VIE. This qualitative analysis identifies the primary beneficiary of a VIE as the entity that has both of the following characteristics:

(i) the power to direct the activities of a VIE that most significantly impact the entity's economic performance; and

(ii) the obligation to absorb losses or receive benefits from the entity that could potentially be significant to the VIE. The updated guidance also requires ongoing reassessments of the primary beneficiary of a VIE. Adoption of the updated guidance, effective for the Company's fiscal year beginning October 1, 2010, had no impact on the Company's consolidated financial position, results of operations or cash flows.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 30. ADDITIONAL RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Goodwill Impairment:

In September 2011, the ASC guidance was issued related to goodwill impairment. Under the updated guidance, an entity will have the option to first assess qualitatively whether it is necessary to perform the current two-step goodwill impairment test. If the Company believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The update does not change how the Company performs the two-step impairment test under current guidance.

The update is effective for the Company's fiscal year beginning October 1, 2012 with early adoption permitted. The Company does not expect the updated guidance to have an impact on the consolidated financial position, results of operations or cash flows.

Comprehensive Income:

In June 2011, the ASC guidance was issued related to comprehensive income. Under the updated guidance, an entity will have the option to present the total of comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In addition, the update required certain disclosure requirements when reporting other Comprehensive income. The update does not change the items reported in other comprehensive income or when an item of other comprehensive income must be reclassified to income. Subsequently, in December 2011, the FASB issued its final standard to defer the new requirement to present components of reclassifications of other comprehensive income on the face of the income statement.

Companies will still be required to adopt the other requirements contained in the new standard on comprehensive income. The Company adopted the new guidance and its deferral and opted to present the total of comprehensive income in two separate but consecutive statements effective for its fiscal year beginning October 1, 2011. The early adoption had no impact on the Company's consolidated financial position, results of operations or cash flows.

Fair Value Accounting:

In May 2011, the ASC guidance was issued related to disclosures around fair value accounting. The updated guidance clarifies different components of fair value accounting including the application of the highest and best use and valuation premise concepts, measuring the fair value of an instrument classified in a reporting entity's shareholders' equity and disclosing quantitative information about the unobservable inputs used in fair value measurements that are categorized in Level 3 of the fair value hierarchy. The update is effective for the Company's fiscal year beginning October 1, 2012. The Company does not expect the updated guidance to have a significant impact on the consolidated financial position, results of operations or cash flows.

NOTE 31. RECLAMATION AND REMEDIATION

The Company's mining and exploration activities are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing and are generally becoming more restrictive. The Company conducts its operations to protect public health and the environment and believes its operations are in compliance with applicable laws and regulations in all material respects. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations, but cannot predict the full amount of such future expenditures. Estimated future reclamation costs are based principally on legal and regulatory requirements.

NOTE 32. SUBSEQUENT EVENTS

The Company evaluated all events or transactions that occurred after December 31, 2012 up through date the Company issued these financial statements. During this period, the Company had no material recognizable subsequent events.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 33. INVESTMENT POLICIES

1. Investments in real estate or interest in real estate.

   The Company does not intend to invest in any real estate properties at this time.

2. Investments in real estate mortgages.

   The Company does not intend to invest in any type of real estate mortgages.

3. Securities of or interests in persons primarily engaged in real estate activities.

   The Company does not intend to invest in any persons primarily engaged in real estate activities.

NOTE 34. THE NATURE OF PRODUCTS OR SERVICES OFFERED

1. Principal Products or Services, and their Markets:

   The Company is in the mineral exploration business, and does not have any marketable products at this time.

2. Distribution methods of the products or services:

   The Company is currently in the exploration stage as a mining company and is not distributing products at this time.

3. Status of any publicly announced new products or services:

   There are no publicly announced new products or services at present.

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition:

   There are many companies in this business which make the industry very competitive. The Company, once it commences production, will compete with other companies for the sale of its gold and silver which are based on international markets. The current high global price for gold and silver will, however, increase the Company's profitability in the event it commences production while such prices are prevalent.

5. Sources and availability of raw materials and the names of principal suppliers:

   There are numerous independent drilling companies located in Arizona, Nevada and Utah which own drill rigs that can be mobilized to the company's project sites in Arizona. These companies provide equipment and supplies for drilling programs so that the Company is not required to purchase these items directly. Supplies and rental equipment are readily available in Parker, Arizona (for Clara, Silverfield and Burnt Well), Prescott, Arizona (for Kit Carson) and Kingman, Arizona (for Potts Mountain and Ester Basin). Incidental supplies may be obtained in a Home Depot, Lowes or independent hardware store located in one of these cities.

6. Dependence on one or a few major customers:

   The Company is the exploration stage and currently does not have a base of customers; once entering the production stage, it is the company's goal to diversify and grow its customer base so as to eliminate any dependency on any one main customer. Whereas the company is a mining company in the gold and silver market, the large desire for such commodities on the world market is constant and ready markets for such precious metals are more than available,

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 35: THE NATURE AND EXTENT OF THE ISSUER'S FACILITIES

A). Assets, properties or facilities of the issuer, location of principal plants and other properties or facilities of the issuer, the location of the principal plants and other property of the issuer, condition of the properties. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

Assets and properties:

The Company does not own any property. It currently has access to office space provided without charge by management of the Company. The Company's mining claims and prospecting permits are described above under "Business of Issuer."

Facilities of the issuer:

The Company does not lease or rent any property. It receives its mail using the services of a mail forwarding service based in New York, NY. The Company does not anticipate that it will need to expand its facilities during the first few years of operation while it executes its development plan.

B). If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

Not applicable.

C). If the issuer owns any property or properties, for which the book value amounts to ten percent or more of the total assets of the issuer and its consolidated subsidiaries for the last fiscal year furnish the following information for each such property:

Not applicable.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 36. ACCOUNTANT OR AUDITOR

The financial statements were prepared under the direction of Ronald Lowenthal in his capacity of Executive Chairman of the Company. While Mr. Lowenthal is not an American citizen or resident, he has previously served as an officer or director of American companies and is a graduate of the Wharton Business School of the University of Pennsylvania.

Mr. Lowenthal has experience with GAAP accounting through these prior positions as well as his continued service with the Company, and he is believed to be qualified in the preparation of GAAP financial statements. The financial statements are unaudited. Although the Company is in discussions with a PCAOB-qualified auditor with a view to engaging the auditor to audit its financial statements in preparation for the filing of an SEC Form 10, there is no assurance that the Company will engage an auditor or that the audit will be completed.

A. Plan of Operations

The Company is presently assembling is team of geologists and other consultants to formulate an exploration plan for its precious metals properties. Management's current view is to begin its exploration activities with one or more of the gold exploration properties. However, this is subject to reconsideration depending on the relative future performance of gold and silver as commodities, as well as management's evolving opinion as to the relative value of its six properties. Upon formulation of its initial exploration plan, the company will seek funding for its initial exploration program, which will likely involve the compilation of past exploration results for the selected properties to be explored, followed by geologic mapping (if not already done) and preliminary geochemical and geophysical work to define drill targets, followed by application for drilling permits and conduct of drilling at one or more of the properties. There is no assurance that the company will obtain funding for exploration.

B. Management Discussion and Analysis of Financial Condition and Results of Operations

We have not yet earned any revenues. We anticipate that we will earn revenues in the future but as we are presently in the exploration stage of our business and we can provide no assurance that we will be able to develop our business to a state that it will generate revenues and become profitable.

The company had current assets of $401,777 with no cash as at December 31, 2012. The Company has incurred a net loss of $23,322,351 for the period from inception to December 31, 2012. Income represents all of the company's revenue less all its expenses in the period incurred. The Company has no revenues as of December 31, 2012 and since inception. Liabilities are made up of current and long-term liabilities. The company issued 176,000,000 restricted shares of Common Stock and $16,784,000 in Convertible Loan Notes due in 2014; to its mining claim vendors in exchange for its mining properties but received no cash in exchange for these shares or Convertible Loan Notes.

The Company anticipates completing a private placement for up to $1,000,000 during the second calendar quarter of 2013. If this is successful, and there is no assurance that the private placement will occur, the Company can complete its initial exploration program and remain operational through fiscal 2013.

C. Off-Balance Sheet Arrangements.

NONE.

D. Liquidity and Capital Resources:

Based on our current operating plan, we do not expect to generate revenue that is sufficient to cover our expenses for at least the next twelve months. In addition, we do not have sufficient cash and cash equivalents to execute our operations for at least the next twelve months. We will need to obtain additional financing to operate our business for the next twelve months. We will raise the capital necessary to fund our business through a private placement and public offering of our common stock. Additional financing, whether through public or private equity or debt financing arrangements with stockholders or other sources to fund operations, may not be available, or if available, may be on terms unacceptable to us. Our ability to maintain sufficient liquidity is dependent on our ability to raise additional capital. If we issue additional equity securities to raise funds, the ownership percentage of our existing stockholders would be reduced. New investors may demand rights, preferences or privileges senior to those of existing holders of our common stock. Debt incurred by us would be senior to equity in the ability of debt holders to make claims on our assets. The terms of any debt issued could impose restrictions on our operations. If adequate funds are not available to satisfy either short or long-term capital requirements, our operations and liquidity could be materially adversely affected and we could be forced to cease operations.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 37: DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

Promoters

The Company has no promoters, as that term is defined in the rules and regulations promulgated under the Securities and Exchange Act of 1933.

Directors

Directors are elected to serve until the next annual meeting of stockholders and until their successors have been elected and qualified. Officers are appointed to serve until the meeting of the board of directors following the next annual meeting of stockholders and until their successors have been elected and qualified.

Mr. Lowenthal currently devotes approximately 10% of his time to company matters. He will devote as much time as the board of directors deems necessary to manage the affairs of the company

The board of directors has no nominating, auditing or compensation committees.

The name, age and position of our present officers and directors are set forth below:

RONALD YADIN LOWENTHAL (64)
EXECUTIVE CHAIRMAN



Mr. Lowenthal is a specialist in Corporate Finance, in the structuring of IPO's and in fund raising for Mining Exploration Companies. From 1999, Mr. Lowenthal was a founding director of Incentive Holdings Ltd. and Incentive Securities Limited a South African based Financial Services Group. From 1982 to 1999, Mr. Lowenthal served as a financial consultant and as the compliance officer to family owned, Lowenthal & Co, a South African based Stock Broking, Corporate Finance and Fund Management company specializing in obtaining mining concessions for exploration, and obtaining and assisting a significant number of Mining and other companies with their obtaining quotations on the Johannesburg Stock Exchange. In 1971, Mr. Lowenthal earned a Masters of Business Administration degree from the Wharton Graduate Division, University of Pennsylvania, USA and in 1969 earned a Bachelor of Arts (Hons) degree in International Relations from the University of Sussex, England.

From 1972 to 1979, Mr. Lowenthal served as an International Merchant Banker with Scandinavian Bank in both London and in Singapore, Amex Bank in both London and in Hong Kong, Rothschild Intercontinental Bank in both London and in Hong Kong and with European and American Bank in New York. From 1979 to 1981, Mr. Lowenthal was involved in Diamond Mining and in Diamond Trading on an International basis.

Mr. Lowenthal's experience in mining goes back to the early 1970's, when he was working in Sierra Leone, Guinea and Burkina Faso and obtained mining concessions in gold and diamonds in these countries. Mr. Lowenthal resumed his interest in West Africa in 2006, when he was requested by an international mining company to obtain a uranium concession. As a result of this activity, Mr. Lowenthal established an office in Dakar, Senegal and Nouakchott, Mauritania and has actively pursued concessions in Senegal, Mauritania and Guinea. These activities extend from gold to iron ore, chrome and uranium. The Lowenthal family has been involved in mining activity in South Africa, Guinea, Senegal, Mauritania, over many years and, when Mr. Lowenthal returned from Asia to South Africa in 1982 when his family and others gained control of Johannesburg Mining Finance Limited, which became Consolidated Mining Corporation. This group specialized in gold and diamonds.

Mr. Lowenthal is presently an officer or director of Kansala Resources SA, Senegal, Sanko Lowenthal, Mauritanie SARL, Sloane Investments, Inc., Chataprop Holdings 86 (Pty) Limited, IHL Nominees (Pty) Limited, Incentive Securities (Pty) Limited, ASPA Gold Corp. and North American Gold & Minerals Fund. He was previously an officer or director of Faso Mining SA, Consolidated Mining Corporation Limited, West Witwatersrand Gold Holding Limited, Carrig Diamonds Limited, Hanover Capital Group plc, Anglo Dutch Life Limited, Africa Resources Investments Limited, Catwalk Investments 398 (Pty) Limited, Hanover Research (Pty) Limited, Incentive Asset Management (Pty) Limited, Incentive Asset Traders, Incentive Corporate Finance (Pty) Limited, Incentive Holdings Limited, Rhizoid Timeline Formula Limited, Saga Lowenthal Commodities (Pty) Limited, Benoni Gold Holdings Limited, Bonte Koe Mynbou Ondernemings (Pty) Limited, Rex Mining Corporation Limited, Southern Fissures Limited, Wolfberg Mynbou (Pty) Limited, Carbon Leader Limited, Loxton Exploration (Pty) Limited, Dukes Court Shareblock Limited, Edgtech Holdings (Pty) Limited, Master Computer Bureau (Pty) Limited, Moorpark Shareblock Limited, Pick Distribution Company (Pty) Limited, Pick Square (Pty) Limited, Pick Technologies (Pty) Limited and Mesklip Prospecting (Pty) Limited.

During the past ten years, Mr. Lowenthal has not been the subject of the following events:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities; associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

   Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or

   Engaging in any type of business practice; or

   Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;

5. Was not found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Was not found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Was not the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

i) Any Federal or State securities or commodities law or regulation; or

ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or

iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26)), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29)), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Mr. Nicolaas Edward "Ted" Blom (54)
PRESIDENT & CHIEF EXECUTIVE OFFICER



Mr Blom has over 25 years of experience in mining and energy, with expertise in structured finance, commercial and legal transactions and business development. He holds Bachelors of Commerce and Bachelors of Jurisprudence degrees from the University of Port Elizabeth (n/k/a Nelson Mandela Metropolitan University), a Masters of Business Administration degree from Witwatersrand University, Johannesburg, and Republic of South Africa and is a Chartered Secretary of the Institute of Chartered Secretaries and Administrators, London. Mr Blom also completed the Harvard Business School Program for Management Development and a Diploma in Mineral Economics from Imperial College, London. Mr Blom is a member of the Association of Mining Analysts in the United Kingdom.

Mr. Blom's business experience includes strategic advisor and consultant to global hedge funds and private equity funds on investments in energy and mineral plays. His testimony at the relevant national regulator as an expert independent Expert in mining and energy resulted in numerous television, radio and press interviews. Mr Blom is currently mandated to execute capital-raising, structuring and implementation of projects in Africa exceeding $20 billion. Mr Blom has consulted and explored projects and proposals involving most minerals found on the African Continent, including Gold, Nickel, Silver, Platinum, Manganese, Aluminium, Coal, Graphite, Diamonds, Titanium and Chromium. He has also been involved with assessments of industrial minerals.

In recent years, Mr Blom assessed that Southern Africa would require more than 20 new coal mining projects in order to avoid another energy Blackout in the region. This number has since been confirmed by the regulators, with little progress. Mr Blom also conducted initial feasibilities on Coal - Bed Methane (CBM) and Underground Coal Gasification (UCG) projects on a large scale to complement the current energy mix in Sothern Africa. This has the potential to generate an additional 20GW of electricity within a 24-30 month horizon, provided legislators approve. As a strategic advisor to Eskom, Mr Blom identified and highlighted significant opportunities for savings in capital expenditures in the billions of dollars. He has conducted numerous successful global transactions as a strategic advisor to a South African merchant bank, capital raising for a new technology project in the commodities coal sector, and capital raising for mining and energy projects including Black Wattle Colliery, and a major new Platinum & Palladium project in Africa. In addition Mr Blom often facilitates commercial transactions between Commodity buyers and sellers.

Mr. Blom was a co-founder of Kwezi Mining Company, a junior coal mining company which subsequently became Rio Tinto's development arm for major transactions in Southern Africa. Mr Blom served on the Board of Directors of Kwezi Coal Ltd., as well as Kwezi Mining Ltd. Mr Blom was also an independent advisor to Eurocoal, another junior coal miner. While at Eurocoal, Mr Blom was instrumental in doubling pre-tax profits, with a resulting significant increase in market value. Previously, Mr Blom conducted and participated in numerous global proposals, evaluations and exercises, including capital raising material and strategic communications to transform and propel General Mining Ltd into the world's largest listed mining house, BHPBilliton.

He also initiated, strategized and implemented a contractual clean-up which released millions of dollars to facilitate the turnaround of Tran-Natal Coal Corporation from loss making to a profitable division of General Mining Ltd.

Mr Blom has been awarded numerous bursaries and awards for excellence that paved the way to continuing education, the most recent being an Eskom Award & Prize in 2008. He was appointed Judge for Africa Energy Awards 2009 and Chairman for African Mining Congress 2010. Mr Blom has been invited to Judge the Africa Energy Awards in 2012. In his spare time Mr Blom lectures globally on the accelerated "MBA in Mining" series and has been booked for 19 lectures all over the Globe for 2012.

Mr. Blom is presently an officer and non-executive director of ASPA Gold Corp. In the past 10 years, he was the CEO of Kwezi Coal Ltd and of Kwezi Mining Ltd; and was the acting Financial Director of GAB Robins (SA) Ltd. All of Mr. Blom's other directorships are in privately held companies.

During the past ten years, Mr. Blom has not been the subject of the following events:

1. A petition under the Federal bankruptcy laws or any state insolvency law was filed by or against, or a receiver, fiscal agent or similar officer was appointed by a court for the business or property of such person, or any partnership in which he was a general partner at or within two years before the time of such filing, or any corporation or business association of which he was an executive officer at or within two years before the time of such filing;

2. Convicted in a criminal proceeding or is a named subject of a pending criminal proceeding (excluding traffic violations and other minor offenses);

3. The subject of any order, judgment, or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining him from, or otherwise limiting, the following activities; associated person of any of the foregoing, or as an investment adviser, underwriter, broker or dealer in securities, or as an affiliated person, director or employee of any investment company, bank, savings and loan association or insurance company, or engaging in or continuing any conduct or practice in connection with such activity;

   Acting as a futures commission merchant, introducing broker, commodity trading advisor, commodity pool operator, floor broker, leverage transaction merchant, any other person regulated by the Commodity Futures Trading Commission, or

   Engaging in any type of business practice; or

   Engaging in any activity in connection with the purchase or sale of any security or commodity or in connection with any violation of Federal or State securities laws or Federal commodities laws;

4. The subject of any order, judgment or decree, not subsequently reversed, suspended or vacated, of any Federal or State authority barring, suspending or otherwise limiting for more than 60 days the right of such person to engage in any activity described in paragraph 3.i in the preceding paragraph or to be associated with persons engaged in any such activity;

5. Was not found by a court of competent jurisdiction in a civil action or by the Commission to have violated any Federal or State securities law, and the judgment in such civil action or finding by the Commission has not been subsequently reversed, suspended, or vacated;

6. Was not found by a court of competent jurisdiction in a civil action or by the Commodity Futures Trading Commission to have violated any Federal commodities law, and the judgment in such civil action or finding by the Commodity Futures Trading Commission has not been subsequently reversed, suspended or vacated;

7. Was not the subject of, or a party to, any Federal or State judicial or administrative order, judgment, decree, or finding, not subsequently reversed, suspended or vacated, relating to an alleged violation of:

   i) Any Federal or State securities or commodities law or regulation; or

   ii) Any law or regulation respecting financial institutions or insurance companies including, but not limited to, a temporary or permanent injunction, order of disgorgement or restitution, civil money penalty or temporary or permanent cease-and-desist order, or removal or prohibition order, or

   iii) Any law or regulation prohibiting mail or wire fraud or fraud in connection with any business entity; or

8. Was the subject of, or a party to, any sanction or order, not subsequently reversed, suspended or vacated, of any self-regulatory organization (as defined in Section 3(a)(26) of the Exchange Act (15 U.S.C. 78c(a)(26)), any registered entity (as defined in Section 1(a)(29) of the Commodity Exchange Act (7 U.S.C. 1(a)(29)), or any equivalent exchange, association, entity or organization that has disciplinary authority over its members or persons associated with a member.

Stock Option Plans, Retirement, Pension and Profit Sharing

There are no other stock option plans, retirement, pension, or profit sharing plans for the benefit of our officers and directors other than as described herein.

Long-Term Incentive Plan Awards

The Company does not have any long-term incentive plans that provide compensation intended to serve as incentive for performance.

Option/SAR Grants

There are no stock option, retirement, pension, or profit sharing plans for the benefit of our officers and directors.

Indemnification

Under our Articles of Incorporation and Bylaws of the corporation, we may indemnify an officer or director who is made a party to any proceeding, including a law suit, because of his position, if he acted in good faith and in a manner he reasonably believed to be in our best interest. We may advance expenses incurred in defending a proceeding. To the extent that the officer or director is successful on the merits in a proceeding as to which he is to be indemnified, we must indemnify him against all expenses incurred, including attorney's fees. With respect to a derivative action, indemnity may be made only for expenses actually and reasonably incurred in defending the proceeding, and if the officer or director is judged liable, only by a court order. The indemnification is intended to be to the fullest extent permitted by the laws of the State of Delaware. Regarding indemnification for liabilities arising under the Securities Act of 1933, which may be permitted to directors or officers under Delaware law, we are informed that, in the opinion of the Securities and Exchange Commission, indemnification is against public policy, as expressed in the Act and is, therefore, unenforceable.

Conflicts of Interest

Although Mr. Lowenthal and Mr. Blom work with other mineral exploration companies other than ours. We do not have any written procedures in place to address conflicts of interest that may arise between our business and the future business activities of Mr. Lowenthal and Mr. Blom.

Committees of the Board of Directors

We do not presently have a separately constituted audit committee, compensation committee, nominating committee, executive committee or any other committees of our board of directors. As such, Mr. Lowenthal Mr. Blom act in those capacities as our directors.

Audit Committee Financial Expert

Mr. Lowenthal and Mr. Blom are our sole directors and do not qualify as an "audit committee financial expert." We believe that the cost related to retaining such a financial expert at this time is prohibitive. Further, because we are in the start-up stage of our business operations, we believe that the services of an audit committee financial expert are not warranted at this time.

Role and Responsibilities of the Board of Directors

The Board of Directors oversees the conduct and supervises the management of our business and affairs pursuant to the powers vested in it by and in accordance with the requirements of the Statutes of Delaware. The Board of Directors holds regular meetings to consider particular issues or conduct specific reviews whenever deemed appropriate.

The Board of Directors considers good corporate governance to be important to the effective operations of the Company. Our directors are elected at the annual meeting of the stockholders and serve until their successors are elected or appointed. Officers are appointed by the Board of Directors and serve at the discretion of the Board of Directors or until their earlier resignation or removal.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 38: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth, as of December 31, 2012, the total number of shares of Common Stock owned beneficially by each of our directors, officers and key employees, individually and as a group, and the present owners of 5% or more of our total outstanding shares of Common Stock; as well as those subject to stock trading and restriction agreements. The stockholders listed below have direct ownership of his/her shares of Common Stock and possess sole voting and dispositive power with respect to the shares of Common Stock.

Stockholder Name	Number of Shares	Percentage of Outstanding Common Stock
Anglo-Suisse Mining Group, S.A.	18,783,000	9.25%
Highwave Management Corp.	11,192,480	5.51% * Subject to Stock Trading & Disposal Restriction Agreement
Streetside Holdings AG	4,428,540	2.09% * Subject to Stock Trading & Disposal Restriction Agreement
Insight Holdings, S.A.	4,248,540	2.09% * Subject to Stock Trading & Disposal Restriction Agreement
Emerald International Corporation	3,776,480	1.86% * Subject to Stock Trading & Disposal Restriction Agreement
Saffron Ventures GmbH	12,591,540	6.20% * Subject to Stock Trading & Disposal Restriction Agreement

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Stockholder Name	Number of Shares	Percentage of Outstanding Common Stock
Liberty Investment Services Ltd.	4,248,540	2.09% * Subject to Stock Trading & Disposal Restriction Agreement
Macy Ocean Enterprises, Inc.	11,192,480	5.51% * Subject to Stock Trading & Disposal Restriction Agreement
Neutral Bay Investments, S.A.	12,591,540	6.20% * Subject to Stock Trading & Disposal Restriction Agreement
Diamond Peak Resource Corporation	12,591,540	6.20% * Subject to Stock Trading & Disposal Restriction Agreement
Western Treasure Holdings Corp.	4,248,540	2.09% * Subject to Stock Trading & Disposal Restriction Agreement
Ronald Y Lowenthal	12,000,000	5.91% ** Subject to Stock Trading & Disposal Restriction Agreement and is an Officer and Insider.
Nicolaas Edward Blom	12,000,000	5.91% ** Subject to Stock Trading & Disposal Restriction Agreement and is an Officer and Insider.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

*STOCK TRADING & DISPOSAL RESTRICTION AGREEMENTS:

These stockholders have entered into extensive stock trading restriction and disposal agreements with GNCC Capital, Inc. on the following terms and conditions:

These shares of the Corporation's Common Stock shall not be available to be assigned, pledged, sold, lent or in any way alienated for a period of 2 (two) years commencing from the date of their issue. These shares are restricted under Regulation 144 and shall be held "on book" by the Transfer Agent to the Corporation; for an on behalf of the Stockholder. The Stockholder shall not be permitted to request these shares of the Corporation's Common Stock, in certificated form, until the expiration of the 2 (two) years from the date of their issue to the Stockholder. Thereafter they are permitted to dispose no more than 5% (Five percent) of their shares of the Company's Common Stock every 3 (Three) months thereafter.

These Stock Trading & Disposal Restriction Agreements (on the terms and conditions outlined above) account for an amount of 105,110,220 shares of the Company's Common Stock, representing 51.74% of the Company's outstanding shares of Common Stock.

Post June 30, 2012 and up to September 30, 2012; stockholders and the Company's Directors consented to amendments what were deemed to be in the best interests in the Company and its stockholders in order to permit stock disposals by certain signatories to their stock trading and restriction agreements; as follows:

- The disposal of 7,416,000 shares of Common Stock by Emerald International Corporation.
- The disposal of 8,343,000 shares of Common Stock by Liberty Investment Services, Ltd.
- The disposal of 8,343,000 shares of Common Stock by Western Treasure Holdings Corp.
- The disposal of 8,343,000 shares of Common Stock by Streetside Holdings AG.
- The disposal of 8,343,000 shares of Common Stock by Insight Holdings. S.A.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

The following table sets forth, as of December 31, 2012, the total number of shares of Common Stock owned beneficially by each of our directors, officers and key employees, individually and as a group, and the present owners of 1,000,000 (One million) or more of our total outstanding shares of Common Stock; as well as those subject to stock trading and restriction agreements. The stockholders listed below have direct ownership of his/her shares of Common Stock and possess sole voting and dispositive power with respect to the shares of Common Stock. This schedule only details those stockholders identified and their stockholdings verified.

Stockholder Name	Number of Shares	Percentage of Outstanding Common Stock
Anaconda Exploration, LLC	2,443,000	1.20%
Anglo-Suisse Mining Group, S.A.	18,783,000	9.25%
Artco Capital Ltd	9,793,420	4.82%
Ben Stein	1,385,000	0.68%
Castlewood Capital Group, S.A.	8,394,360	4.13%
Christopher Price	1,100,000	0.54%
Diamond Peak Resource Corporation	12,591,540	6.20%
Emerald International Corporation	3,776,480	1.86%
Foremark Assets Ltd	6,831,000	3.36%
Glenda Akhurst	1,280,000	0.63%
Highwave Management Corp.	11,192,480	5.51%
Insight Holdings, S.A.	4,248,540	2.09%
Jack Reybold	1,951,830	0.96%
Jackson Bennett, LLC	6,831,000	3.36%
Liberty Investment Services, Ltd.	4,248,540	2.09%
Macy Ocean Enterprises, Inc.	11,192,480	5.51%
Middle Verde Development Co., LLC	5,968,000	2.94%
Neutral Bay Investments, S.A.	12,591,540	6.20%
Newmarket Traders Ltd	6,831,000	3.36%
Nicolaas Edward Blom	12,000,000	5.91%
Ronald Yadin Lowenthal	12,000,000	5.91%
Sanassiou Investments, Inc.	8,892,587	4.38%
Saffron Ventures GmbH	12,591,540	6.20%
Searchlight Exploration, LLC	4,936,000	2.43%
Searchlight Exploration, LLC	5,375,000	2.65%
Streetside Holdings AG	4,428,540	2.09%
Western Treasure Holdings Corp.	4,248,540	2.09%
TOTALS	**195,905,417**	**96.4%**

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 39. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Under the supervision and with the participation of our management, including our principal executive officer and the principal financial officer (our president), we have conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities and Exchange Act of 1934, as of the end of the period covered by this report. Based on this evaluation, our principal executive officer and principal financial officer concluded as of the evaluation date that our disclosure controls and procedures were effective such that the material information required to be included in any future Securities and Exchange Commission reports is accumulated and communicated to our management, including our principal executive and financial officer, recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms relating to our company, particularly during the period when this report was being prepared.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, for the company. Internal control over financial reporting includes those policies and procedures that:

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; and

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of its management and directors; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

Management recognizes that there are inherent limitations in the effectiveness of any system of internal control, and accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation and may not prevent or detect material misstatements. In addition, effective internal control at a point in time may become ineffective in future periods because of changes in conditions or due to deterioration in the degree of compliance with our established policies and procedures. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in there being a more than remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Under the supervision and with the participation of our president, management conducted an evaluation of the effectiveness of our internal control over financial reporting, as of September 30, 2010, based on the framework set forth in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under this framework, management concluded that our internal control over financial reporting was not effective as of the evaluation date due to the factors stated below.

Management assessed the effectiveness of the Company's internal control over financial reporting as of evaluation date and identified the following material weaknesses:

INSUFFICIENT RESOURCES:

We have an inadequate number of personnel with requisite expertise in the key functional areas of finance and accounting.

INADEQUATE SEGREGATION OF DUTIES:

We have an inadequate number of personnel to properly implement control procedures.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

LACK OF AUDIT COMMITTEE & OUTSIDE DIRECTORS ON THE COMPANY'S BOARD OF DIRECTORS:

We do not have a functioning audit committee or outside directors on our board of directors, resulting in ineffective oversight in the establishment and monitoring of required internal controls and procedures. Management is committed to improving its internal controls and will

(1) Continue to use third party specialists to address shortfalls in staffing and to assist the Company with accounting and finance responsibilities; and

(2) Increase the frequency of independent reconciliations of significant accounts which will mitigate the lack of segregation of duties until there are sufficient personnel; and

(3) May consider appointing outside directors and audit committee members in the future.

Management, including our president, will discuss the material weakness noted above with our independent registered public accounting firm upon their appointment. Due to the nature of this material weakness, there is a more than remote likelihood that misstatements which could be material to the annual or interim financial statements could occur that would not be prevented or detected.

CHANGES IN INTERNAL CONTROLS OVER FINANCIAL REPORTING

There have been no changes in our internal control over financial reporting that occurred during the last Quarter dated September 30, 2012 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 40. INITIAL MEMBERS OF THE COMPANY'S ADVISORY COMMITTEE

The Company has created an Advisory Committee to consult with the Company's Board of Directors and Senior Management. They do not have any fiduciary duties and are not members of the Company's Board of Directors.

The initial two members were appointed on November 11, 2011.

MR. BEN B. ("Barry") STEIN



Barry Stein has 43 years of securities industry experience. He was a member of the Chicago Board Options Exchange for over 15 years acting as a Floor Broker, Market Maker. Mr. Stein represented 165 member firms while acting as a floor broker. He was the President of the CBOE Independent Floor Brokers Association and was instrumental in introducing conversions and reversal arbitrage to the members of the exchange and to the proprietary trading departments of the major Wall Street brokerage firms which he represented on the CBOE floor. Mr. Stein was also a member of the Chicago Board Trade. Mr. Stein was Chairman of the Board of a Public Internet Company which assisted the Wall Street community in Intranet service to their many Branches throughout the world.

Mr. Stein was also a Partner of a NYSE Member firm providing Institutions Option Strategies for their hedging needs. He also presented to the Chicago Securities community a new system of rapid data which enhanced trading and updating of key indexes. This system was used by Broker Dealer's clearing and Floor members of the CBOE, Chicago Board of Trade Mercantile exchange and the Midwest Stock Exchange.

His experience covers option arbitrage, common stocks, commodities and other investment instruments.

Mr. Stein was Chairman of the Board and CEO of a FINRA Member firm with 5 Branch offices and a total of 300 Registered Representatives. This Broker/Dealer made markets in OTC stocks, Member of Underwriting Group, Private Placements, provided research and other investment products.

Mr. Stein has specialized primarily in emerging growth mining and resource stocks for the last 12 years. Mr. Stein is a Graduate of Roosevelt University with a Bachelors of Business Administration in Accounting. He also attended John Marshall Law School and held FINRA Licenses 3, 4,7,8,24,27 and 63.

Mr. Stein spent several years teaching students to prepare for FINRA exams in series 4, 6,7,24,27,63,65 and 66.

Mr. Stein also held a CPA and Life and Health Licenses. He is also a Multi-Engine; instrument rated Pilot and is a former member of the Thoroughbred Appraisers of America. Mr. Stein was also a Licensed Thoroughbred Appraiser in the State of Florida and represented Domestic and Foreign clients in this area. In addition he was an accomplished equestrian in the Hunter Jumper arena and actively participated in jumping horses over fences in the Midwest area. Mr. Stein has also been actively involved in the Thoroughbred Industry for 45 years in Breeding, Raising, Commercial Selling and Racing of his Thoroughbred blood stock. In 1989 he was the 4th leading breeder in the State of Illinois.

Mr. Stein served his country for 7 years in active and reserved duty in the United States Air Force. Mr. Stein is also an accomplished musician playing Eb Alto Saxophone in his early years on a weekly program for an ABC affiliate in Salt Lake City. He also accompanied my Rock& Roll stars during the late 50's.

Mr. Stein had the privilege of introducing Senator Bill Bradley of New Jersey to the Securities industry in the City of Chicago. He was also active in the campaign of the Senator in his quest for the Presidency of the United States.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

MR. JACK REYBOLD



Jack Reybold has spent 45 Years Arbitrage trading including Risk Merger Arbitrage, Convertible Securities Arbitrage, and extensive option equity arbitrage trading. In addition, extensive experience in distressed securities (junk bonds and preferred stocks) and many years of investing in small emerging growth stocks.

He has had 21 Years' experience at Major Stock Exchange firms beginning in Jan 1966 including Lazard Freres, Neuberger & Berman, Reich & Tang, Donaldson Lufkin, Faulkner Dawkins, and 3 years as Senior Vice President and Co-Manager and Manager of Shearson Loeb Rhoades Arbitrage Department. While at Shearson the Arbitrage department was 3rd most active option trading firm on the Chicago Board Options Exchange, and American Stock Exchange.

He has had 24 Years' experience engaged in Arbitrage, equity, distressed securities and emerging growth stock equity investing at private hedge funds and smaller member firms.

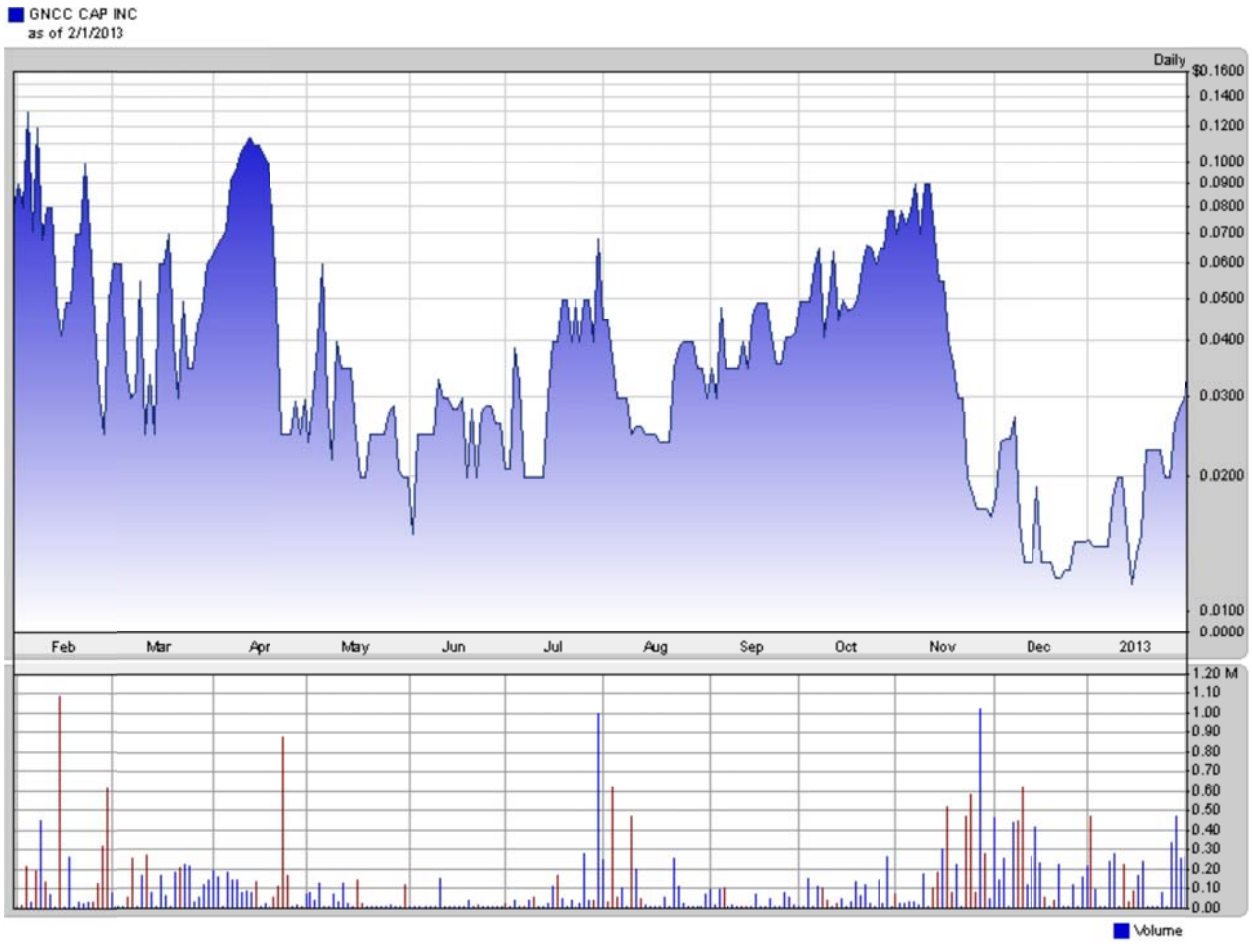
Jack has extensive experience in many areas of the Equity, Bond, and Commodities markets, utilizing both technical and fundamental tools, and closely follows market analysis, market views, and specific company analysis in such memberships as the Oxford Club (Chairman's Circle) and Stansberry & Associates both in Baltimore, Maryland. Jack spends a portion of each day alerting associates of current and changing market conditions and important levels reached or breached. Jack also follows closely the gold and silver markets especially support and resistance levels including the fundamental and technical cases for both.

Jack attended Colorado State University and graduated in B.S. Business and Finance. Jack served in the U.S. Army 1961 – 1964 and was primarily stationed in Wurzburg, Germany. His hobbies include Dry Fly Fishing, Photography and has a strong interest in Gold & Silver Coins.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 41. COMPANY STOCK PRICE PERFORMANCE:



STOCK PRICE PERFORMANCE:

52 Week High: $0.15 (February 6, 2012)

52 Week Low: $0.01 (February 14, 2012)

Price as at February 1, 2013: $0.0335.

Market Capitalization as at February 1, 2013: $6,804,971.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

NOTES TO THE FINANCIAL STATEMENTS

NOTE 42. ADDITIONAL BONUS PAID TO ADVISORY COMMITTEE MEMBERS

On May 29, 2012, the Company awarded an additional amount of 1,000,000 (One million) shares of the Company's Common Stock to Jack Reybold. This transaction was valued at $0.05 per share of Common Stock.

On May 29, 2012, the Company awarded an additional amount of 1,000,000 (One million) shares of the Company's Common Stock to Ben B. Stein. This transaction was valued at $0.05 per share of Common Stock.

These shares issued to both Jack Reybold and to Ben B. Stein by a stockholder, for and on behalf of the Company.

This amount of $100,000 was expensed in the period ending June 30, 2012.

NOTE 43. LOANS TO MINING EXPLORATION COMPANIES

The Company acquired a loan advanced to North American Gold & Minerals Fund ("NMGL") in the amount of $265,000. NMGL is a Mining Exploration Company quoted on the OTC Markets under the Symbol: NMGL. Ronald Lowenthal, the Chairman of this Company is the sole Officer of NMGL.

The Company acquired a loan advanced to ASPA Gold Corp. ("ASPA") in the amount of $103,700. ASPA is a Mining Exploration Company quoted on the OTC Markets under the Symbol: RENS. Ronald Lowenthal and Ted Blom, the Directors of this Company are both Directors of ASPA.

North American Gold & Minerals Fund owns 71.38% of the outstanding shares of ASPA Gold Corp. Common Stock.

The Company has undertaken to advance the necessary funding, expertise and advisors to both NMGL and ASPA in order for them to become "Current Information" Issuers with the OTC Markets Group. No firm date has been set for these events.

The Company may in the future, enter into a working relationship with North American Gold & Minerals Fund.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

This section of this report includes a number of forward- looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements are often identified by words like: believe, expect, estimate, anticipate, intend, project and similar expressions, or words which, by their nature, refer to future events. You should not place undue certainty on these forward-looking statements, which apply only as of the date of this report. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from historical results or our predictions.

OUR MISSION STATEMENT

Our Mission

We create value for our shareholders, our employees and our business and social partners through safely and responsibly exploring, mining and marketing our products. Our primary focus is gold and we will pursue value creating opportunities in other minerals where we can leverage our existing assets, skills and experience to enhance the delivery of value.

Our Values



Safety is our first value.

We place people first and correspondingly put the highest priority on safe and healthy practices and systems of work. We are responsible for seeking out new and innovative ways to ensure that our workplaces are free of occupational injury and illness. We live each day for each other and use our collective commitment, talents, resources and systems to deliver on our most important commitment ... to care.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

We treat each other with dignity and respect.



We believe that individuals who are treated with respect and who are entrusted to take responsibility respond by giving their best. We seek to preserve people's dignity, their sense of self-worth in all our interactions, respecting them for who they are and valuing the unique contribution that they can make to our business success. We are honest with ourselves and others, and we deal ethically with all of our business and social partners.

We value diversity.



We aim to be a global leader with the right people for the right jobs. We promote inclusion and team work, deriving benefit from the rich diversity of the cultures, ideas, experiences and skills that each employee brings to the business.

We are accountable for our actions and undertake to deliver on our commitments.



We are focused on delivering results and we do what we say we will do. We accept responsibility and hold ourselves accountable for our work, our ethics and our actions. We aim to deliver high performance outcomes and undertake to deliver on our commitments to our colleagues, business and social partners, and our investors.

The communities and societies in which we operate will be better off for GNCC Capital, Inc. having been there.



We uphold and promote fundamental human rights where we do business. We contribute to building productive, respectful and mutually beneficial partnerships in the communities in which we operate. We aim to leave host communities with a sustainable future.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION



We respect the environment.

We are committed to continually improving our processes in order to prevent pollution, minimize waste, increase our carbon efficiency and make efficient use of natural resources. We will develop innovative solutions to mitigate environmental and climate risks.

A BRIEF MISSION STATEMENT:

GNCC Capital, Inc. ("the Company") is initially focused on its three Gold and its three Silver Mining & Exploration Projects in Arizona, USA. The ratio is currently weighted at circa 80% Gold and 20% Silver.

The Company is committed to expenditure on these six Projects through extensive exploration work. The Company is seeking to prove up reserves on these Properties through Geological Survey, employment of two full time Geologists and through a substantial number of carefully measured and planned drilling programs.

The Company is not looking to "go mining" with all of the attendant problems associated therewith but to add value through extensive exploration work and then to either (a) dispose of properties for cash (b) contract the mining of the properties to a third party or (c) to Joint Venture with a Mining Company to mine properties in the Company's portfolio.

The Company is seeking to expand its portfolio through acquisitions and increasing the size of its claim blocks at certain Projects within the portfolio. The Directors and certain shareholders in the Company have interests in other areas of minerals, namely Coal, Iron Ore, Copper and Rare Earths; as well as in Gold and silver. These interests are primarily in the United States and in Africa.

The Company's existing and initial portfolio of six Gold & Silver Mining Properties were very carefully selected due to their outstanding characteristics as Exploration Properties coupled with Management's belief that it can rapidly and inexpensively drill out a "Resource Base"; whilst maintaining the vital "Blue Sky" potential currently being aggressively sought as acquisitions or as Joint Venture opportunities by the Major Global Mining Corporations.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Plan of Operation

The Company is presently assembling is team of geologists and other consultants to formulate an exploration plan for its precious metals properties. Management's current view is to begin its exploration activities with one or more of the gold exploration properties. However, this is subject to reconsideration depending on the relative future performance of gold and silver as commodities, as well as management's evolving opinion as to the relative value of its six properties. Upon formulation of its initial exploration plan, the company will seek funding for its initial exploration program, which will likely involve the compilation of past exploration results for the selected properties to be explored, followed by geologic mapping (if not already done) and preliminary geochemical and geophysical work to define drill targets, followed by application for drilling permits and conduct of drilling at one or more of the properties. There is no assurance that the company will obtain funding for exploration.

INITIAL EXPLORATION WORK ON THE PORTFOLIO OF MINING PROPERTIES:

Clara - Drill additional RCR holes in the area that Nevada Pacific previously drilled (Moreau Hill). Space the holes closely enough that a reportable resource can be established under US Securities Law (proven or probable, not just inferred).

Burnt Well - Move the drill rig to Burnt Well and put in 6 to 8 drill holes at the Silver Lining Mine and 1 or 2 holes at the prospect pits to the southwest.

Kit Carson - Do geochemical sampling along all 3 veins in order to identify drill targets. The geologist may also recommend geophysical testing over the same area. Move the drill rig to Kit Carson and drill the targets along the veins. This could easily take 20 drill holes.

Ester Basin - Do geochemical sampling along the veins / breccia zones in order to locate drill targets. Do road rehabilitation into the property from Alamo Road. Move the drill rig to Ester Basin and drill any targets that are identified. This could easily be 10 drill holes.

Potts Mountain – Do road rehabilitation into Potts Mountain from Alamo Road. Drill 2 initial holes at the Red Top and Lead Pill Mines.

Silverfields - Review Amselco materials to see if there is adequate information to guide a drill program. If not, do geochemical sampling to identify drill targets. At a minimum, there should be drill targets identified at Big Hill, North Star Hill and the northern high grade gold workings. Rehabilitate road from Ester Basin to Silverfields and move drill rig to Silverfields. Presumably enough drill targets will be developed to put in 6 to 8 holes.

Rehabilitate the road from Silverfields to Johnson Ranch Road. Need to apply for permits for this action a few months earlier as it will be necessary to walk the drill rig across the Bill Williams River. The river is shallow and narrow (1 foot deep and 15 feet wide), but there may be substantial paperwork involved as it is a "River." It is less than 10 miles from Silverfields to Clara, but if the company is not permitted to cross the "River," the alternative route is hundreds of miles. Return the drill rig to Clara and begin drilling the northern portion of the property. Once this is done, return to Burnt Well, Clara and Kit Carson for step-our drilling.

OBVIOUSLY, COMPANY GEOLOGISTS, UPON THEIR EMPLOYMENT, WILL IDENTIFY NUMEROUS OTHER IMMEDIATE AREAS OF OUR EXPLORATION PROPERTIES FOR VARIOUS FORMS OF GEOLOGICAL & EXPLORATION WORK.

COMPANY'S COMMITMENT TO COMPLETE TRANSPARENCY

The Company's Management is totally committed to complete transparency and will provide investors with the following information on a "Real Time" basis:

- Details of any changes to the Company's "Free Trading" shares of Common Stock; and
- Complete access to stockholder records from the Company's Transfer Agent; and
- Details of any additional shares of Common Stock issued; and
- Details of any Material Agreements entered into by the Company as well as copies of these Agreements; and
- All third party payments made on behalf of the Company in respect of Investor Relations and Awareness will be disclosed in detail in our Quarterly Financial Statements.
- All and any positive or negative information that affects the Company, its Net asset Value and Earnings per share will be immediately be communicated to the market by a Press Release and/or Filing.

This obviously does not include everything that Management will disclose but provides Investors with an indication of our intentions and our commitment.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Capital Requirements & Policies:

These opinions expressed in this paragraph are those of the Company's Directors. Please refer to our "Risk Factors, Disclaimers and Cautionary Statement".

PROPOSED "CAP" ON THE NUMBER OF OUTSTANDING SHARES OF THE COMPANY'S COMMON STOCK:

The Directors of the Company do not wish to increase the number of shares of the Company's Common Stock. To that end, they have secured agreements from the holders of Convertible Loan Notes issued by the Company, not to convert these Notes at this time. All of the holders of these Convertible Loan Notes are significant stockholders in the Company; conversion of any of these notes would be contrary to their interests which are aligned with the Company's Management.

The Company will address the instruments planned for (a) cash raising and (b) acquisitions in separate paragraphs hereunder.

Should the Company be presented with an extraordinary opportunity to increase the value of the shares of Common Stock, it would under those circumstances, consider the issuance of additional but restricted shares of the Company's Common Stock.

COMPANY'S OPERATING EXPENSES AND FINANCIAL POSITION AS AT DECEMBER 31, 2012:

The Company has incurred cash losses in respect of administrative expenses and professional fees to date. These were funded by stockholders and long term Loan Note Holders. Its current trade creditors amount to $4,025. Additional losses are reflected by non-cash entries in our Income Statement.

The Company has negotiated an initial loan facility with certain of its stockholders in the amount of $800,000. The amount due in terms of this facility as at December 31, 2012 was $814,318. The Company is renegotiating the size of this facility has undertakings from the Lender to increase this facility to $1,300,000. Upon completion of this revised Loan Agreement, a filing will be made with the OTC Markets.

The terms of the Company's planned fund raising in the immediate term are outlined in another paragraph hereunder.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

MANAGEMENT PLANS FOR THE RAISING OF CASH IN THIS FISCAL YEAR:

The Company's Management believes that the Company requires $800,000 in cash to meet its exploration budget for the year to December 31, 2013. An additional amount of $200,000 will be required for other company expenses, primarily in investor awareness.

The Company overheads are nominal and the Directors are not drawing any remuneration from the Company.

There are no guarantees whatsoever that the Company will be in a position to raise these funds.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

MANAGEMENT PLANS FOR THE RAISING OF ADDITIONAL CASH IN THE NEXT FISCAL YEAR COMMENCING OCTOBER 1, 2012

Management expects that in and during the next fiscal year, it will have established the Company in a superior position amongst its Mining & Exploration peers. This would require Management to be successful in (a) its exploration efforts to prove up reserve bases in its portfolio assets (b) in the appointment well respected competent persons to its Board of Directors and its Advisory Committee (c) its ability to make acquisitions (d) in its ability to dispose of assets for cash and (e) establish Joint Venture Partners for at least one of its Mining Properties.

Should the Company's Management be successful in the above-mentioned, it could enable the Company to raise fairly significant amounts of capital.

This tranche of funding would be raised through the issue of financial instruments including but not limited to: Corporate Bonds, Classes of shares Preferred Stock (Convertible and Non-Convertible, Voting and Non-Voting), Warrants, Options, Types of Units or Linked Units. Management is not interested in increasing the amount of outstanding shares of the Company's Common Stock and therefore prefers these types of equity instruments.

Should this be unsuccessful in this tranche of fund raising, the Company's Management may consider the issue of shares of restricted Common Stock marked as "Regulation S" to foreign investors. This is not a desirable option given the Company's Management desire to avoid the issuance of any additional shares of the Company's shares of Common Stock.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

FINANCIAL IMPACT UPON THE COMPANY INCREASING THE SIZE OF ITS BOARD OF DIRECTORS AND THE INCREASE IN THE SIZE OF ITS ADVISORY COMMITTEE:

The Company's Management believes that it is imperative for the Company to appoint:

No less than three Independent Non-Executive Directors; and
A Chief Financial Officer; and
An Advisory Committee comprised of no less than six persons.

The Company's Management recognizes that this will create additional costs for the Company.

The Chief Financial Officer need not be appointed to the Board of Directors of the Company given the current size and resources of the Company.

POTENTIAL UNFORESEEN COSTS NOT ACCOUNTED FOR BY THE COMPANY AT THIS TIME:

The Company's Management acknowledges that additional and unaccounted for expenses could be incurred by the Company. This includes but is not limited to:

The retaining of Technical and Administrative Staff; and the need to retain the exclusive services of professionals which would include Mining Engineers, etc.

The retention of costly independent and external professional Consultants and Experts in respect of the Exploration and "Value Creation" of the Company's portfolio of Mining Properties; and additional and unbudgeted costs in respect of the Company's Mining Claims and including road rehabilitation, etc.

MANAGEMENT PLANS FOR UTILIZATION OF CASH RESERVES FOR THIS FISCAL YEAR:

The Company's Management is committed to expenditure primarily on Exploration Expenses related to its portfolio of Mining Properties. This would initially and inter alia include but not be limited to the salaries of two full time Geologists, Professional Fees, Assay Laboratories, External Consultants, Bureau of Land Management Fees, Technical Staff including a Mining Engineer, Travel, Public Company expenses, Independent Directors' Remuneration, Audit Fees, Other salaries and Advisory Committee Members' Remuneration.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

THE RATIONALE FOR THE LESS THAN NORMAL INDUSTRY BUDGETED EXPLORATION EXPENSES BY THE COMPANY:

To put our message very simply, the Company's Management believes in the following basic philosophy given the prevailing record high prices for both Gold and to a lesser extent, Silver:

The Company's existing and initial portfolio of six Gold & Silver Mining Properties were very carefully selected due to their outstanding characteristics as Exploration Properties coupled with Management's belief that it can rapidly and inexpensively drill out a "Resource Base"; whilst maintaining the vital "Blue Sky" potential currently being aggressively sought as acquisitions or as Joint Venture opportunities by the Major Global Mining Corporations.

Due to the availability of historic data on the initial portfolio of Mining Exploration Properties owned by the Company any funds expended on exploration should produce a higher than normal return.

This will also result in reducing the time frame to produce scoping and bankable feasibility studies on each tenement, thereby maximizing the economic value of the Company.

Investor Relations & Awareness

The Company's Management and external Consultants are working with a large number of reputable experts in this regard. The objective is to create awareness for the Company in the North American marketplace in order to (a) create liquidity in the Company's shares of Common Stock, (b) broaden the Company's stockholder base and (c) position the Company in the Industry to initiate future deals for the Company.

The Company's Management will vet all statements issued by these industry professionals to ensure that they are accurate and are above all, compliant with the various SEC guidelines and do not under any circumstances, contain any false or misleading statements about the Company, its Properties or its plans.

Your Company's Management realizes that Investor Awareness efforts are essential, since otherwise without this awareness, the Company will "simply be lost in the crowd" of Mining Exploration Companies and its stock neglected or worse, ignored. These costs will be solely funded through stock issuances and cash provisions by certain of the Company's existing stockholders who will work with the Company's Management in identifying acceptable partners with whom to work in respect of these "campaigns". The Company will not issue any shares of its Common Stock whatsoever to fund any Investor Awareness.

The Company is negotiating repayment terms with these stockholders to compensate them on an ongoing basis without the need to (a) issue additional restricted shares of the Company's Common Stock or (b) use any of the cash raised by the Company which is solely for Exploration expenses. These stockholders interests are aligned along with the Company and its Management. Acceptable, non-toxic terms will be agreed upon and any such agreements will filed with the Regulators in the normal course of business and to maintain Management's pledge of Transparency.

APPOINTMENT OF AN INVESTOR RELATIONS FIRM:

The Company's Management remains in discussions with several competent and experienced firms specializing in this area. Their role will be strictly limited to interaction (telephonically and E Mail) with our stockholders and prospective investors, liaise with Company Management in respect of public requests for guidance and information, update our corporate web site as required and to E Mail our subscriber base with all News Releases and Regulatory filings in a timely fashion.

PREPARATION OF INVESTOR PRESENTATIONS:

The Company's Management will be contracting out these requirements to a highly reputable Company specializing in Investor Presentations for Mining Companies for the use in Company Road shows, Institutional Presentations and for the use in Company Marketing materials and corporate web sites.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Company's Acquisition Policies

The Company's business model calls for an initial number of acquisitions of primarily promising Mining Properties in the USA to which our policy of scientific and planned exploration is expected but not guaranteed to add increased value to our Company.

The Directors of the Company do not wish to increase the number of outstanding shares of the Company's Common Stock; nor do they wish to utilize Company cash which is solely earmarked for exploration and related expenditure. Therefore any acquisitions would be funded by any number of financial instruments, including but not limited to:

Corporate Bonds, Classes of shares Preferred Stock (Convertible and Non-Convertible, Voting and Non-Voting), Warrants, Options, Types of Units or Linked Units.

Company's Rationale for Any Future Disposal of Assets

The Company's policy of creating significant value to its portfolio assets through extensive yet targeted exploration programs will in likelihood result in acceptable offers being made to the Company to acquire any such assets. If such offers were strictly in cash (Not Stocks, etc.), the Company's Management may deem it in the best interests of the Company to dispose of any such portfolio asset in order to utilize that cash received for far greater wealth creation for stockholders.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Company's Rationale for Joint Venture Partners

The Company has clearly stated that it is not in the business of "going mining". with all of the attendant problems associated therewith and the enormous amount of Management required; but to add value through extensive exploration work and then to either (a) dispose of properties for cash (b) contract the mining of the properties to a third party or (c) to Joint Venture with a Mining Company to mine properties in the Company's portfolio.

The Company is committed to significant expenditure on its portfolio assets through extensive exploration work. The Company is seeking to prove up reserves on these Properties through Geological Survey, employment of two full time Geologists and through a substantial number of carefully measured and planned drilling programs.

The Company under these circumstances would entertain serious offers to Joint Venture on any portfolio assets if the approach was from a credible, very well-funded source with significant experience and Management depth. Any such Joint Venture would involve our Partner being solely responsible for Mining operations on an appropriate profit sharing arrangement.

The Importance of "Blue Sky" Potential In Mining Projects

The growing trend amongst major Mining Companies globally is to acquire Mining Projects with little to no proven reserves but that clearly demonstrate the potential to become significant producers in their own right. It appears that these companies are prepared to pay large premiums to acquire these properties in their race to expand their interests with the ever increasing demand for commodities, particularly Gold.

The Company will seek to capitalize upon this where possible in its portfolio.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

PRINCIPLES AND ETHICS:

Business Principles & Ethics:

A new GNCC Capital, Inc. Code of Business Principles and Ethics (our code) with the slogan: "Ensuring Performance with Integrity" has been approved and adopted by the Board of Directors. Our code expresses the company's commitment to the conduct of its business in line with the highest ethical standards and in compliance with applicable legal requirements. Our code focuses on the standards of acceptable behavior expected of all employees, our directors, consultants, business partners, and company representatives with emphasis on performance with integrity. This means that in performance of our duties and achievement of results, we must strive to conduct ourselves in line with our corporate values because our corporate values are the starting point and foundation of our ethics. Ethics involve distinguishing between what is right and wrong and then making the right choice, acting responsibly and taking accountability for our actions. The company's commitment to ethics is about ensuring we understand and demonstrate acceptable standards in the conduct of our daily work, in decision making, in our relationships internally and with our stakeholders; doing so with transparency, dignity, honesty and integrity. The basic requirement is that we must act in the best interest of the company in line with our values in spite of the pressures we unavoidably experience in the process.

Our employees come from diverse backgrounds and cultures. What brings us together as a dynamic work force is our corporate culture expressed in our code. Our integrity will be measured in terms of how well we live our values in spite of the pressures experienced while conducting our business and activities in the various countries in which we will be present, how well we can be trusted to do what we say we will, and how well we each act consistently with honesty and accountability. Compliance with our code is mandatory for all of us. It applies to all subsidiaries, managed joint ventures and service organizations. Our corporate reputation is important. Our stakeholders expect and trust us to conduct our business in a manner that demonstrates consistency with our corporate values and that is in line with the highest standards of ethics.

The words of our Chairman and Chief Executive Officer in the introduction to our code, express the point very clearly: "Our code is a public statement of how we do business and clarifies our expectations of ourselves. It holds us accountable for our business conduct."

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Statement from Our Chairman and Chief Executive Officer:

As we consistently strive to generate competitive shareholder returns and create value for everyone with a stake in our company, we recognize the enduring importance of acting ethically at all times and in ensuring that our business practices meet the highest standards of integrity in line with the values of our company.

Our commitment to integrity is necessary for protecting and supporting our employees, enhancing the credibility of our business practices and safeguarding our reputation.

In this regard, we have adopted a Code of Business Principles and Ethics ("the code") to promote a culture of an ethical and legally compliant performance which is a key element in the quest for good corporate governance.

The code has been framed in line with the values of the company and is intended as a source of direction and guidance for our actions and decisions internally and in our interactions with stakeholders and the public.

It is a public statement of how we do business and clarifies our expectations of ourselves. It holds us accountable for our business conduct.

The code is not intended to replace existing policies, but provides a framework and sets the requirements for implementation of our corporate policies and guidelines. It is a resource for helping us align our conduct and business practices with our values. A key factor in ensuring our continued growth and success revolves around doing the right things accountably at all times, making the right choices and advocating adherence to our standards and principles by the individuals, organizations, communities and establishments we interact with in the conduct of our business. Our company is continuously in the public eye and there are many who look up to us to conduct our activities responsibly.

The provisions of the code apply to all directors, employees (both full and part time) of GNCC Capital, Inc. and all subsidiaries, managed joint ventures, service organizations, representatives and, as much as practicable, our business and social partners. It is the responsibility of each of us to review, understand and comply with the standards contained in the code; build internal and external relationships based on integrity and respect, and avoid activities that could be detrimental to the reputation of the company. You should notify the company if you believe a violation has occurred or there is the likelihood of a violation, refrain from destroying, altering, concealing, falsifying or tampering with any evidence or record and to fully and honestly cooperate in any related review, audit or investigation.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Basic Principles

Our Code and Our Ethics:

Legal and ethical conduct is a cornerstone of the company's values. Our Code of Business Principles and Ethics is fundamental to our culture of performance with integrity. The provisions of the code reflect the values of our company and affirm the company's commitment to the highest standards of integrity and ethics in the conduct of our business. Most importantly, the code sets out the company's expectations of the conduct of our directors and employees (both full and part time), all companies in the GNCC Capital, Inc. Group including service organizations, managed joint ventures, representatives and to the extent reasonable and practicable, our business and social partners, agents and consultants. Our code is a key element of the company's governance, risk management, compliance and ethics programs.

At GNCC Capital, Inc., we see our values as the starting point for developing relationships built on mutual trust and as a means of supporting each of us in making a contribution to the company's shared success. We are responsible for living our values by upholding the principles that govern the way we work – integrity, trust, responsibility, accountability, fairness and transparency.

These principles are necessary for upholding and enhancing our ethical culture in regard to which high ethical conduct is a performance requirement for all employees. By building these principles into our actions and decisions, we will continue to earn the confidence necessary for our continued success and growth.

Our code contains standards, provides direction and sets forth principles that must guide our conduct internally and our interactions with business partners and parties, the communities in which we operate and undertake our activities, and with the public. It summarizes important company policies and procedures, focuses attention on key ethical considerations, spells out prohibited conduct and is intended to foster a culture of high performance with integrity. It is impossible to envisage and provide for all possible situations and occurrences under this code, so employees are expected to look to the code as a guide and reference for living our values.

The term "employees" as used in the code refers to all who must follow and adhere to the code. The term "the company" refers to GNCC Capital, Inc. as parent, all companies in the GNCC Capital, Inc. group, service organizations and managed joint ventures.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Our Commitments:

We are committed to conducting our business and activities ethically and accountably. We will do so with honesty, integrity and in line with our values; we embrace safety as our first value and thereby undertake our business and other activities in safe and responsible ways. We respect applicable laws, regulations, codes and industry standards, show respect for human dignity; value diversity, create mutual advantage in all our business relationships and ensure good environmental management. We will manage our financial performance to maximize long-term value for all with a stake and interest in our company, deliver on our undertakings and strive to achieve positive social impacts.

We are committed to operating as a good corporate citizen in each country in which we have a presence underpinned by the highest standards of business ethics. In respect of international conventions and standards, GNCC Capital, Inc. supports the Universal Declaration of Human Rights and the Fundamental Rights Conventions of the International Labor Organization.

Our Responsibilities:

Integrity demands that each one of us takes personal responsibility for his/her conduct, ensuring that in our day to day work, our decisions, actions and relationships both with fellow employees and external stakeholders are consistent with, and guided by the principles and requirements covered by the code and other policies and procedures of the company. Each one of us must understand and apply the requirements of the code, contribute to maintaining an ethical work environment, report alleged, actual and perceived violations in the manner provided, co-operate in any related investigation and further, seek advice and consult when faced with a difficult situation or when in doubt. The selection and engagement of business partners and parties, and also consultants and agents, must take place through a formal process and the provisions of our code and our values explained to them to ensure they are able to meet our expectations.

Administration of the Code:

Managers and supervisors are accountable for ensuring that employees, consultants, agents, contractors and other business partners and parties are aware of, and comply with this code. Managers and supervisors must also:

- In addition to any corporate programs or efforts, ensure that all employees have access to the code and help them understand its requirements and other corporate policies and procedures;
- Respond promptly and seriously to employees' concerns and questions about business conduct;
- Demonstrate exemplary behavior that other employees can follow;
- Promote a workplace environment that encourages honest and open communication about business conduct issues, emphasize the importance of working in accordance with the company's policies and standards, and avoid placing pressure on employees to deviate from these policies and standards;
- Establish appropriate internal reporting and approval processes that address high risk areas in relation to business conduct;
- In consultation with legal counsel and compliance, prepare supplementary guidance for employees about how to conduct business in particular markets or countries consistent with the standards and policies set out in this code and with other policies, standards and directives;
- Ensure business conduct awareness training is consistent with this code and tailored to the operational needs of the business unit or department;
- Establish procedures for reviewing the suitability of consultants, contractors, suppliers, partners etc. before entering into agreements with them;
- Ensure that the values, standards and policies outlined in this code are incorporated into performance management processes, periodically discussed at staff meetings, and explained at induction and similar processes;
- Take corrective measures to address any operating procedures that may contribute to violations of the code.

If you contravene, suspect or become aware of a possible contravention of the code, a policy, a law or any regulation, you should promptly and confidentially report this to your manager, legal counsel or human resources manager. You should not confront the individual concerned. By following this process, confidentiality will be maintained and the matter will be investigated impartially. You can make a report confidentially or anonymously by utilizing the company's whistle-blowing facility, the details of which are available on the company's website. The purpose of the whistle-blowing facility is to provide shareholders, the public, employees, suppliers, contractors and any other interested parties, a medium to report practices that are in conflict with GNCC Capital, Inc.'s values and business principles, unlawful conduct, financial, malpractice or dangers to the public or the environment. All reports made through the whistle-blowing facility are fielded by a third party, "Tip-Offs Anonymous", which ensures all reports are treated confidentially or anonymously depending on the preference of the caller. The information will then be relayed to internal audit or the compliance department for investigation. Feedback on a report is given when requested.

There may be situations in which we cannot proceed with an investigation without obtaining additional information from the caller or others. It must be understood that the company will not assume a violation has occurred just because a report has been made. Each report will be carefully investigated with assistance and support of the internal audit department.

All reports must be made in good faith which means that we must report only when we reasonably believe there has been a violation and do so responsibly. Please be advised that reporting under this code is not intended to replace or super cede normal managerial reporting or communication channels. Before making a report, we encourage you to consider whether you can raise your concern directly with your manager or supervisor. If you report a violation, a suspected violation, or raise an issue or concern in good faith using any of the above procedures, you will not suffer retaliation for doing so. Any employee who intentionally retaliates because of the report of a suspected violation or who interferes with a violation investigation will be subject to disciplinary action. Disciplinary actions including application of interim measures pending completion of an investigation may be applied regarding contraventions of the code. A failure to report a violation of the code, withholding of information relating to a violation and failure to cooperate with a related investigation will be treated on the same level as actual or attempted violations of the code. The board of directors may, for purposes of effective administration of the code, constitute a compliance committee or other committee with responsibility for interpretation and application of provisions of the code including reviewing, advising, reporting and issuing guidelines to clarify provisions of the code.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Compliance with Laws, Regulations and Standards:

The following provisions of the code cover topics all of which are important for living our values and ensuring performance with integrity:

It is the policy of GNCC Capital, Inc. and the responsibility of every employee to comply with the laws, regulations, standards and directives that are applicable to our business and activities in all countries in which we have a presence. We should not engage in or condone any illegal act, nor instruct or induce others to do so or obstruct the course of justice. Compliance with all relevant laws, regulations, rules and standards is critical to GNCC Capital, Inc.'s success and long-term sustainability. Non-compliance could place our company at the risk of legal and financial penalties, reputational damage, civil actions and criminal prosecutions. Non-compliance could also place the company at the risk of loss, restrictions or suspensions of licenses and permits and, in addition, jeopardize the company's market value and position.

Agents, consultants and other non-employees cannot be used to circumvent the law. Only qualified individuals and reputable and credible entities should be engaged as consultants and agents and their fees and charges must be reasonable in the light of the services they provide. Entities and individuals who are not willing to uphold the standards and values of the company are not to be engaged or retained. The perception of our actions by others is important and we must avoid conducting ourselves in ways that may serve to create impressions of unlawful or unethical conduct.

When in doubt, please seek clarification and guidance from your manager and/or legal counsel. Should laws, regulations, standards and codes be non-existent or inadequate in a particular jurisdiction, the company will apply standards that are in line with this code and other applicable policies, principles and procedures of the company or available international standards. To the extent possible and reasonable, we should conduct our activities in a manner that is respectful and sensitive to the customs, traditions and values of host communities.

We will fully, accurately and in a timely and verifiable manner, consistently disclose material information about the company and its performance. This will be done in a readily understandable language within the organization and to appropriate regulators, our stakeholders and the public in line with the company's disclosure policy.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The company may make donations to political parties in countries in which it operates, in line with the company's policy on political donations but subject to legality in each jurisdiction. The purpose of such donations will be to promote multi-party democracy, public scrutiny of policy and law-making and the exercise of executive power but not to advance the company's business interests. Decisions on the distribution of donations will be made according to transparent criteria and subject to authorization by the company's board of directors. Donations made will be declared in the annual report. In no event should the company's assets, facilities, money, name, logo or premises be used in any manner, directly or indirectly, to support or promote a political party, political activity, political candidate or elected official unless specifically authorized.

Charitable donations and payments to agents are not to be used as a substitute for political payments and no employee shall use his/her position in the company to influence the payment of benefits and contributions for political purposes. We must make it clear if we happen to engage in personal political activity, that we do not thereby represent or act on the authority of GNCC Capital, Inc.

To the extent possible and reasonable, we should conduct our activities in a manner that is respectful and sensitive to the customs, traditions and values of host communities. We will fully, accurately and in a timely and verifiable manner, consistently disclose material information about the company and its performance. This will be done in a readily understandable language within the organization and to appropriate regulators, our stakeholders and the public in line with the company's disclosure policy. The company may make donations to political parties in countries in which it operates, in line with the company's policy on political donations but subject to legality in each jurisdiction. The purpose of such donations will be to promote multi-party democracy, public scrutiny of policy and law-making and the exercise of executive power but not to advance the company's business interests. Decisions on the distribution of donations will be made according to transparent criteria and subject to authorization by the company's board of directors. Donations made will be declared in the annual report. In no event should the company's assets, facilities, money, name, logo or premises be used in any manner, directly or indirectly, to support or promote a political party, political activity, political candidate or elected official unless specifically authorized. Charitable donations and payments to agents are not to be used as a substitute for political payments and no employee shall use his/her position in the company to influence the payment of benefits and contributions for political purposes.

We must make it clear if we happen to engage in personal political activity, that we do not thereby represent or act on the authority of GNCC Capital, Inc.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Compliance with Laws, Regulations and Standards

Safety is our first value. Safety includes everything we do to ensure the wellbeing of our people, in terms of health, wellness and safety risk. We are responsible for seeking out new and innovative ways to ensure that our workplaces are free of occupational injury and illness. We live each day for each other and use our collective commitment, talents, resources and systems to deliver on our most important commitment ... to care.

There is both individual and collective accountability for safety. It is acceptable to question something we have been asked to do if we believe it may be unsafe. It is also acceptable to question anyone who we believe may be working in an unsafe manner or may be exposed to harm. We each have a responsibility to comply strictly and consistently with the health and safety standards of the company, including emergency procedures in force at each workplace and also health and safety procedures associated with each particular type of work. Additionally, we each have a responsibility to assist other employees and visitors to understand and conform to these procedures.

Hazards and risks must be understood and managed. We believe that most, if not all injuries and other health risks are preventable. We ensure we have the right systems, knowledge and processes to enable us to identify our hazards and risks. In the sphere of safety, as in all others, we treat everyone in the organization with dignity and respect. We encourage people at all levels in the organization, including our suppliers, contractors, visitors and the community, to report potential risks and incidents. We listen to all contributions and make decisions based on facts. Where we are uncertain, we take the time to research and understand the situation before taking action while ensuring we do not unnecessarily expose our people to danger.

We ensure the resources required to achieve safety objectives are available. We provide the necessary knowledge, organization, tools, systems, resources and training required to achieve our safety objectives. We recognize that employees have a responsibility to themselves and others to use the right equipment and tools in the right way for each task. We will maintain a relentless commitment to safety. We have a clear focus on safety leadership which reinforces the value we place on people and their safety. We set high standards, lead by example and ensure consultation and engagement across the organization and with contractors, visitors, suppliers and the community. Employees are not permitted to come to work or attend to company business under the influence of alcohol and illegal drugs. The use, possession, distribution, sale and purchase of alcohol and illegal drugs including controlled substances in the workplace will not be tolerated.

Employees may consume alcohol within legal limits, if local laws permit, at company-sponsored events if serving of alcohol is authorized by management, at official events or when conducting company business outside company premises where alcohol is served. In such circumstances, employees are advised to use good judgment and to ensure they do not become impaired, that their work performance will not be impeded or that an unsafe working environment is not created as a result of alcohol use. Employees who behave inappropriately under the influence of alcohol at company-sponsored events, official events or when conducting business on behalf of the company will be disciplined. This prohibition and restriction is not intended to override or modify more stringent policies and directives existing from time to time at business units, sites and workplaces relating to use of alcohol, illegal drugs and controlled substances but to complement such policies and directives. The possession of weapons of any sort in the workplace is prohibited.

Our People:

Our labor practices are aligned with our philosophy that 'People are the Business… Our Business is People'. We place people first and correspondingly put the highest priority on safe and healthy practices and systems of work. The right people will be placed in the right roles at the right time.

We treat everyone with dignity and respect. We seek to preserve each person's dignity and sense of self-worth. We must make sure decisions affecting employees are based on business factors only. We must realize that our conduct outside the workplace may be attributed to the company and impact its reputation. This makes it necessary that we behave in a friendly, supportive, respectful, responsible and fair manner towards colleagues and all others in and outside the work place using good judgment. It is important that our work places are free from all forms of harassment including threatening phone calls or e-mails, humiliation and bullying. Hostility, intimidation, abuse, threats or acts of violence of any sort and degree, abusive language and gestures, distribution of insulting and offensive materials, pictures and cartoons are prohibited.

There will be:

- Opportunity for everyone to work at a level consistent with their current capability, skills and interests;
- Opportunity for everyone to progress as his or her potential capability matures, within opportunities available in the organization;
- Fair and just treatment for everyone, including fair pay based on equitable pay differentials for the level of work and merit recognition related to personal effectiveness appraisal;
- Managerial leadership, interaction between managers and subordinates, personal effectiveness appraisal, feedback and recognition and coaching;
- Clear articulation of accountability and authority to engender trust and confidence in working relationships; and
- Opportunity for everyone individually or through representatives to influence policy development.

We are committed to upholding the Fundamental Rights Conventions of the International Labor Organization. Accordingly, we seek to ensure implementation of fair employment practices by prohibiting forced, compulsory and child labor.

We aim to be a people centered company. We place the highest priority on safe and healthy practices and systems of work. We are committed to providing equal opportunity with regards to selection, recruitment, promotions, transfers, remuneration, training and development and use of facilities. We value diversity and treat each other with dignity and respect. The company prohibits all forms of discrimination.

We value diversity and will promote the development of a workforce that reflects our positioning and the local diversity in each country in which we operate. In relation to recruitment, training, promotions, working conditions and continued employment, we will not discriminate on the basis of gender, nationality, disability, religious beliefs, political opinions, union activity or any other discrimination that does not promote inclusion, team work and respect.

As an international company, we face different challenges in different countries with regard to, for example, offering opportunities to citizens who may not have enjoyed equal opportunities in the past. In such cases, the company is committed to addressing the transformation and localization challenges in a manner appropriate to the circumstances local to the countries in which we operate and consequently, in deriving benefit from the rich diversity of cultures, ideas, experiences and skills that each employee brings to the business.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

We undertake to ensure access to affordable health care for employees and, where possible, for their families. We are committed to prompt supportive action in response to any major safety and health risks that threaten employees and host communities in which we operate.

Environment and Community:

We respect the environment and recognize our obligation to carry out our activities in responsible ways that support clean, safe and healthy environments. We are committed to continually improving our processes in order to prevent pollution, minimize waste, increase our carbon efficiency and make efficient use of natural resources. We will develop innovative solutions to mitigate environmental and climate risks.

The communities and societies in which we operate will be better off for GNCC Capital, Inc. having been there.

To achieve these values we will:

- Comply with all applicable laws, regulations and other requirements;
- Communicate and consult on our activities throughout the lifecycle of our operations and make reports available to the public;
- Manage efficiently and safely the resources under our stewardship and respect the values, traditions and cultures of the local and indigenous communities in which we operate;
- Contribute to biodiversity protection in our areas of operation;
- Work to prevent pollution and minimize waste from our activities;
- Mitigate our greenhouse gas footprint and climate change risks;
- Acquire and use land in a way which promotes the broadest possible consensus among interested people;
- Avoid resettlement to the extent feasible and minimize and mitigate its adverse environmental, social, cultural and economic impacts;
- Undertake initiatives in partnership with the societies in which we operate with the aim of contributing to a sustainable future for host communities;
- Ensure financial resources are available to meet our closure obligations;
- Establish, maintain, continually improve and audit management systems to identify, monitor and control the environmental and community aspects of our activities; and
- Ensure that our employees and contractors are aware of this policy as well as their relevant responsibilities.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Fraud & Corruption:

GNCC Capital, Inc. prohibits and will take active steps against fraud and corruption in all its forms, including bribery and extortion. Even the appearance of fraud, bribery and corruption must be avoided. Fraud, corruption and bribery are not only illegal but also unethical and inimical to the good of any society or organization.

Fraud includes cheating, forgery, misappropriation, altering documents and records, preparing and using fictitious and fraudulent information and reports, submitting false expense reports and deliberately failing to report known fraudulent acts. Bribery involves the promise, offer, giving or receiving a benefit or anything of value, including cash, gifts, entertainment, or other advantage or gratification intended to unfairly influence a business decision or obtain an unfair business advantage.

Corruption involves the misuse of entrusted authority or power for personal benefit or for the gain of third parties. It includes offering, giving or receiving payment of any value with the intent of obtaining and retaining business, obtaining an unfair advantage over others, illegally or improperly influencing decision-making or exercise of authority, securing selective treatment or entering into an unfair arrangement. Forms of corruption include nepotism, favoritism, conflict of interest and abuse of authority. Certain laws: The Foreign Corrupt Practices Act of the United States of America, The Anti-Bribery Act of the United Kingdom and the Prevention and Combating of Corrupt Practices Act of South Africa apply extra territorially and prohibit corruption of government officials and others by citizens, residents and entities incorporated in those countries.

The term "government official" includes an employee of a government, governmental organization, government controlled entity and enterprise, public international organization, political party, official thereof or candidate for political office. Violation of laws on fraud and corruption can have serious consequences for both the company and the employee ranging from fines, penalties, restrictions, loss of licenses and imprisonment.

Employees are prohibited from providing, offering or promising any form of payment, including gifts and entertainment, directly or indirectly, to any person or public official or his/her proxy or agent in order to influence an official act or decision making, gain an advantage, secure or retain business, influence any decision or official directive concerning the company, influence the enactment, modification and enforcement of laws and regulations, or secure any selective treatment. Under no circumstance should the company's systems, facilities, resources and networks be used for illegal purposes, including the facilitation of corruption or money laundering. Payment of fees and charges in favor of consultants and agents for services provided should only be made or remitted to third parties if authorized in writing by the consultant or agent earning the fee and only if such payment will not cause the company to violate any law, directive or corporate policy. Cases of extortion must be reported as soon as practicable to your manager for the right course of action to be taken or to enforcement authorities depending on the circumstances. Misuse of financial and privileged information, concealment and misrepresentation of facts and figures, manipulation of accounting, financial, personnel, environmental and operational records and plans are prohibited.

Conflicts Of Interest:

The company expects all employees to perform their duties, honestly, fairly, transparently and to act in the best interests of the company in all situations avoiding interests, activities, investments, relationships and influences that might compromise their objectivity, effectiveness and the faithful performance of their duties.

Each employee must complete a conflicts of interest declaration at inception of employment and thereafter, once a year and also whenever an actual or potential conflict arises in our individual circumstances.

Generally, conflicts of interest arise in the following situations:

- Acting without prior approval as a director of a competitor or an entity that has a business relationship with the company, holding an outside employment such as a consultant or advisor to a competitor, supplier or contractor or participation in outside activities that conflict with your duties and reliability as an employee of the company;
- Misusing your position in the company, corporate business opportunities, confidential information or proprietary information for personal benefit or for the benefit of the members of your close family or third parties;
- Soliciting and acceptance of expensive gifts, cash, favors and sponsorships for the personal benefit or third parties;
- Having a personal financial, partnership or profit-sharing interest in a competitor or in a company that is doing or seeking to do business with GNCC Capital, Inc. As regards a listed company, ownership of less than 5% of the securities of such company is permitted and not deemed contrary to the company's policy on conflicts of interest;
- Being involved directly or indirectly in the engagement, management or supervision of business parties in which you have a financial interest or which are controlled by or for which close relatives work in high management positions;
- Awarding, without disclosure, a contract to a close family member or a company controlled by a close associate, employing or influencing the employment of a family member or associate, working directly in the same reporting line with a close family member or someone with whom you have a close relationship, any of which could undermine or appear to undermine the company's internal controls;
- Misusing company funds, property and business opportunities for personal gain or purposes unrelated to the business of the company; and
- Soliciting and obtaining loans or guarantees of personal obligations for you or close family members and close associates from entities doing business with the company.

You must advise your manager or supervisor and promptly submit a declaration whenever you find yourself in a conflict of interest situation. If there is an actual conflict or potential for a conflict of interest arising, you must refrain from any discussion, negotiation, decision making or management of a contract or activity relating to the conflicted interest and also refrain from influencing others directly or indirectly regarding the interest in question. Conflicts of interest have implications for both the employee and the company. Personal implications include disciplinary action and loss of credibility. Corporate implications could range from financial sanctions and penalties, litigation, regulatory investigations and damage to reputation.

If you become aware of or suspect the existence of a conflict of interest (actual, potential or perceived), you must report to your manager or supervisor, the compliance unit or utilize the company's whistle blowing facility.

Gifts, Hospitality and Sponsorship:

Conflicts of interest can arise when employees are offered gifts, hospitality or other favors which might, or could be perceived to; influence their judgment in relation to business transactions such as placing orders and entering into contracts. Gifts, hospitality and sponsorships may not be given and received except as permitted by applicable law and/or regulation and must be in line with the company's policy on gifts, hospitality and sponsorship. There should be no underlying motive to illegally or improperly influence a transaction, decision or activity by the giving and receipt of gifts, hospitality and sponsorship. The corporate executive committee of the company will periodically determine a threshold applicable throughout the company which will govern receipt of gifts from external parties in any one year. The value of any gift, hospitality or sponsorship received or the cumulative value of gifts, hospitality or sponsorship received from one external party which exceeds the threshold must be disclosed.

Acceptance of unsolicited gifts and favors of the following nature would not be considered contrary to this code and policy on gifts, hospitality and sponsorship provided they are lawful and there is no underlying motive to influence illegally or improperly a transaction, decision, activity or secure favorable treatment:

- Advertising or promotional material of limited commercial or nominal value such as golf shirts, mugs or calendars;
- Occasional business entertaining such as lunches, cocktail parties or dinners;
- Occasional personal hospitality such as tickets to local sporting events or theatres, provided that the cost of any accommodation and transportation is borne by the recipient;
- Appropriate and customary and cannot reasonably be considered extravagant and in line with accepted business practice; and
- Gifts that would not be embarrassing to the company, the employee or the giver when subjected to scrutiny.

Unacceptable forms of gifts and entertainment include, but are not limited to, cash or cash equivalent (gift cards and vouchers etc.), product or service discounts that are not available to all employees in the business unit or department, gifts of a monetary value higher than the stipulated threshold amount, accommodation, flights and other forms of transportation.

We should not accept personal favors or other preferential treatment when these are offered on account of our employment with or position in the company. We should not solicit and should be cautious in accepting gifts, entertainment and hospitality offered by business partners and parties, and entities with which the company is negotiating or considering transactions or contracts. These might be perceived as placing the company under an obligation.

It is permissible for employees who accept invitations as guest speakers, lecturers or who serve on professional bodies or institutions to accept a sponsor's offer to pay reasonable accommodation and travel costs provided the offer is routinely made as part of the sponsor's practice and the offer is disclosed and approved. The giving and receipt of gifts, hospitality and sponsorship as outlined in this code and permitted under the company's policy do not automatically make it acceptable to receive or give gifts, hospitality and sponsorship contrary to the stipulation of any applicable legislation or regulation.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Relationships with Business Partners and Parties:

GNCC Capital, Inc. is committed to establishing mutually beneficial and ethical long-term relationships with our business partners and parties. We will promote the application of our principles by those with whom we do business. Their willingness to accept the company's values and business principles will be an important factor in our decision to enter into and sustain such relationships. We will not conduct business or have dealings with entities and individuals who may be involved in or associated with illegal activities including terrorism, money laundering and drugs.

GNCC Capital, Inc. believes that long-term relationships founded on trust and mutual advantages are vital to its long-term success. We are committed to creating and maintaining mutual advantage in all business relationships. We recognize that relationships with business partners and parties sometimes give rise to conflicts of interest. Employees are to ensure they are and are seen to be independent from any business entity having a contractual relationship with GNCC Capital, Inc. or providing goods or services to the company, if that relationship might influence or have the appearance of influencing their decisions in the performance of their duties.

Specifically, employees shall not serve as directors or work in any capacity as employees, consultants or advisors to any competitor of GNCC Capital, Inc., a joint venture partner, affiliate or potential business partner. Business partners and parties, like all others, are to be treated truthfully and with respect and dignity. Their rights and interests regarding trade secrets, software licenses, confidential and proprietary information and copyrights should be recognized and respected.

Employees are prohibited from investing or acquiring equity, equity-linked instruments, financial, partnership or profit sharing interests, directly or indirectly, in entities that are engaged in exploration, farm in, joint ventures (incorporated or unincorporated) or similar financial or business arrangements with GNCC Capital, Inc. If an employee holds, or has acquired directly or indirectly, an interest of the nature stated above in any such entity or venture either (a) prior to the effective date of the commencement of this code or (b) prior to any involvement by GNCC Capital, Inc. in such entity or venture, such prior interest should be disclosed in writing to the responsible line manager and accountable Executive Vice President. The Executive Vice President shall then consider all relevant factors, including consulting with the corporate executive committee, take a decision and then advice the employee on the treatment of his / her interest going forward. As long as the employee continues to retain such an interest, he / she shall be excluded from any negotiations, decision making and financial commitments in relation to the entity or venture in question.

Outside Activities, Employment and Directorships:

The company recognizes the right of employees to pursue interests and activities of their choice outside their employment with the company.

However, in the pursuit of our outside interests, we should avoid acquiring business interests or participating in any activity which might create, or appear to create:

- An excessive demand upon their time, attention and energy that would negatively impact the interests of GNCC Capital, Inc.; or
- Give rise to conflicts of interest, obligation or distraction which interfere with or appear to interfere with the independent exercise of judgment in GNCC Capital, Inc.'s best interest.

If you hold or have been invited to hold outside directorships, you should ensure you comply with the company's directive on employees serving as directors, which is available on the policies site on the intranet. If you hold an outside employment, including working as a consultant or an independent contractor, such employment should be disclosed to your line manager who will advise you on the continuity and treatment of such employment.

Labor Practices:

- GNCC Capital, Inc. is committed to upholding the Fundamental Rights Conventions of the ILO. Accordingly, we seek to ensure the implementation of fair employment practices by prohibiting forced, compulsory or child labor.

- GNCC Capital, Inc. is committed to creating workplaces free of harassment and unfair discrimination.

- As an international company, we face different challenges in different countries with regard to, for example, offering opportunities to citizens who may not have enjoyed equal opportunities in the past. In such cases, the company is committed to addressing the challenge in a manner appropriate to the local circumstances.

- We will seek to understand the different cultural dynamics in host communities and adapt work practices to accommodate this where doing so is possible and compatible with the principles expressed in this document.

- The company will promote the development of a work force that reflects the international and local diversity of the organization.

- The company will provide all employees with the opportunity to participate in training that will improve their workplace competency.

- The company is committed to ensuring that every employee has the opportunity to become numerate and functionally literate in the language of the workplace.

- The company is committed to developing motivated, competent and experienced teams of employees through appropriate recruitment, retention and development initiatives. An emphasis is placed on the identification of potential talent, mentoring and personal development planning.

- Remuneration systems will reward both individual and team effort in a meaningful way.

- Guided by local circumstances, we shall continue to work together with stakeholders to ensure minimum standards for company-provided accommodation.

- The company assures access to affordable health care for employees and where possible, for their families.

- We are committed to prompt and supportive action in response to any major health threats in the regions in which we operate.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Water Management

Table of Contents

1. INTRODUCTION
2. OBJECTIVE
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. REQUIREMENTS
5.1 LEGISLATIVE AND OTHER REQUIREMENTS
5.2 WATER QUALITY MANAGEMENT
5.2.1 Risk Assessment
5.2.2 Water Quality Monitoring Program
5.2.3 Analysis and Response
5.2.4 Reporting
5.3 WATER USE MANAGEMENT
5.3.1 Water Balance Model
5.3.2 Analysis and Response
5.3.3 Reporting
6. GLOSSARY

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

Managing water responsibly and ensuring that adverse impacts on local and regional water resources are avoided, is a major consideration for all GNCC Capital, Inc. ("GNCC") sites. Water management parameters are easily quantified and therefore are the subject of frequent scrutiny by governments, NGOs and communities. This standard sets common requirements for managing water resources, broadly in terms of water quality and consumptive use.

2. OBJECTIVE

The objectives of this document are as follows:

2.1 To ensure that reliable information regarding potential and actual water quality impacts on local and regional water resources is generated, analyzed and acted upon at an appropriate spatial scale that allows for effective water quality management **(1)** by GNCC sites.

2.2 To ensure that operations are able to optimize their consumptive water use **(2)** and achieve their water quality objectives via a robust water balance model that also permits forecasting the potential water management impacts of design changes on local and regional water resources.

2.3 To ensure that actual and potential impacts arising from water resource use are avoided where possible, or managed according to mandatory host government requirements, reasonable community expectations and the GNCC Capital, Inc. values, which state: "We respect the environment" and "We are committed to continually improving our processes in order to prevent pollution…"

3. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the Manager in direct control of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

1. Including the maintenance of legal compliance.
2. Through for example, site water uses minimization strategies.

4. SCOPE

4.1 This standard defines a common approach to the management of water **(3)**, including its quality and consumptive use at GNCC managed operations. It is applicable to all phases of the mining project lifecycle.

4.2 Where GNCC has no operational responsibility but a significant equity stake, and an equivalent standard is not in place, this standard must be made available to the operator for application.

4.3 Onsite contractors and subcontractors are required to adopt this standard unless they have an alternative water management standard, approved in writing by GNCC.

5. REQUIREMENTS

5.1 LEGISLATIVE AND OTHER REQUIREMENTS

The management of water at GNCC Capital, Inc.'s sites must be in compliance with applicable international treaties, national laws and regulations, environmental license conditions and any other binding obligations.

5.2 WATER QUALITY MANAGEMENT

5.2.1 Risk Assessment

5.2.1.1 A baseline **(4)** water quality risk assessment must be conducted as early as possible in the site's life, to identify actual and potential impacts on background water quality and neighboring communities, arising from GNCC activities. For exploration projects, this assessment should form part of the baseline environmental assessment for the project, and be appropriately updated when the project progresses from the detailed design stage to the commissioning and operational phases.

5.2.1.2 The water quality parameters assessed during this process must include an appropriate **(5)** suite of physical, chemical and biological constituents.

5.2.1.3 The identified local and regional water quality risks, in particular, potential noncompliance to host country usage requirements and regulatory or adopted **(6)** effluent.

3 Meaning surface and groundwater water, including that which drains into underground and open pit mines.

4 In this context, ***baseline*** assessment refers to the initial thorough assessment conducted at the site and may be conducted during any phase of the project. It establishes the status quo with respect to impacts generated from site operations.

5 Appropriate to the local geological and topographical setting, prevailing human population activities, the probable mine design and in conformance with host country expectations.

Standards must be clearly documented in the baseline assessment. Water quality management objectives must be developed in response to the potential risks identified in the baseline assessment, and appropriate **(7)** preventive and/or corrective actions must be developed and implemented.

5.2.1.4 Where effluent quality standards are not specified by host governments, the effluent guideline values referred to in section 1.1 (Water Use and Quality subsection) of the IFC Environmental, Health, and Safety Guidelines: MINING **(8)** and/or in section 1.3 of the IFC Environmental, Health, and Safety Guidelines: GENERAL EHS GUIDELINES **(9)** must be adopted as effluent quality targets.

5.2.1.5 The baseline assessment must, as a minimum, be reviewed every 3 years, or more frequently as significant changes in site activities occur, or as statutory requirements dictate.

5.2.2 Water Quality Monitoring Program

5.2.2.1 Sites must establish a surface and ground water monitoring program in response to the identified local and regional water quality risks including the legal and/or adopted effluent standards. The water quality monitoring program must detail:

i. responsibilities for execution of the monitoring program.
ii. locations of where routine samples to should be taken.
iii. required sampling and preservation protocols.
iv. analytical parameters required per sample.
v. frequency of sampling; and
vi. sample quality/custody controls.

6 See section 5.1.1.4.

7 Depending on whether the risk relates to an already producing mine or new project, this could take the form of implementing a new water effluent treatment process or redesigning future production processes to avoid water resource impacts.

8 These Guidelines can be obtained at the following URL: http://www.ifc.org/ifcext/sustainability.nsf/AttachmentsByTitle/gui_EHSGuidelines2007_Mining/$FILE/Final+-+Mining.pdf

9 These Guidelines can be obtained at the following URL, http://www.ifc.org/ifcext/sustainability.nsf/AttachmentsByTitle/gui_EHSGuidelines2007_GeneralEHS/$FILE/Final+-+General+EHS+Guidelines.pdf

5.2.2.2 The appropriateness of the water quality monitoring program must be evaluated and maintained either through the periodic review of the baseline assessment, or as statutory requirements dictate.

5.2.2.3 Analyses of collected samples must be undertaken as required by country regulatory authorities, or alternatively at laboratories providing defendable analytical results through the use of recognized quality control measures, e.g. ion balances and/or third party verification.

5.2.2.4 The results of surface and groundwater analyses must be maintained in a protected electronic format, suitable for ease of communication to internal and external parties. The original (physical or electronic) certificates of analysis from laboratories must be safely stored.

5.2.3 Analysis and Response

5.2.3.1 Results and trends in water quality must be analyzed regularly against water quality management objectives and the prevailing effluent standards.

5.2.3.2 The frequency of analysis must be as regulatory requirements dictate or, if there are none, at intervals appropriate to the attainment and assurance of site water quality management objectives.

5.2.3.3 Groundwater plume modeling:

i. Groundwater plumes should be monitored with the aid of an appropriate groundwater model which allows for tracking of solute transport and modeling the evolution of groundwater plumes over time.

ii. The construction of this model must be preceded by a good understanding of geological conditions on site (i.e. a conceptual site model).

iii. All data used during modeling must be validated, and of good quality **(10)**.

5.2.3.4 Corrective and preventive actions **(11)** must be implemented to ensure achievement of water quality management objectives. An emphasis should be placed on proactive responses rather than reactive responses.

10 Good quality data is obtained by practicing sample collection, preservation and analytical methods that are best suited to determining the groundwater constituents of interest. Various methods can be used to assure (validate) confidence in the data collected. These include the taking of duplicate samples, analysis by accredited laboratories, field water quality checks during sampling and the using analytical confidence tools such as cation and anion balances.

5.2.4 Reporting

5.2.4.1 Reporting on water quality results must be in accordance with regulatory and GNCC corporate office reporting requirements that include incident notification and reporting and GRI environmental Indicators.

5.3 WATER USE MANAGEMENT

5.3.1 Water Balance Model

5.3.1.1 Operations must develop and maintain a water balance model (**12)** that includes the following three design components;

I. New Inflows (**I) 13**,
II. Inventory Storage (**S) 14**
III. Outflows (**O**) **15**.

The mathematical relationship between the three components is: [**I + ΔS - O = 0**]

5.3.1.2 The following considerations must be incorporated into the design and operation of water balance models;

- Where relevant, compliance against regulatory withdrawal and discharge limits must be shown in water balance model reports. Internal water use objectives, such as consumption optimization targets should also be shown.

- The resolution (**16)** of water balance models should be appropriate to the nature and scale of operations and must allow for effective water management decisions.

11 Corrective and preventive actions may but are not limited to include: up-gradient storm water deflection structures, lining of contaminated water dams, silt collection structures, erosion controls and groundwater interception bores.

12 A basic water balance model is a numerical representation of an operation's water flow system, including piped reticulation and external factors such as rainfall and evaporation. A series of periodically captured records of inflows, outflows and inventory changes constitute a water balance database that permits an analysis of trends and facilitates water management planning decisions.

13 New water inflow sources should at least be classified into at least four types; surface water withdrawals, groundwater withdrawals and inflows to mine workings, captured precipitation, and supply from water utilities or third parties.

14 Meaningful changes in water inventory should be measured. Water storage facilities include water reservoirs and dams as well as water contained in processing circuits such as leach tanks and heap leach pads, thickeners, tailings facilities and mine workings.

15 Outflows include accidental and planned surface water discharges to the environment, transfers to third parties, evaporation - including ventilation system moisture losses; seepage losses to groundwater and other non-recoverable water uses such as irrigation and dust suppression.

- The target water balance model accuracy (**17)** must be ±10%. Continued imbalances outside of this tolerance range must trigger a review and update if necessary.

- The water balance model architecture should reflect the key activities on the entire site, e.g. process plant, the mine, tailings facilities, water dams, office areas and where relevant, mine accommodation.

- Water balance model data must be updated at least monthly intervals as a minimum.

- Where required for operational purposes, forecasting capacity must be built into water balance models e.g. to forecast the long term water consumption requirements or inventory changes, as a result of changing water use patterns.

5.3.1.3 Major internally recycled water streams should be identified (**19)** and quantified (**20)** in the water balance model.

5.3.1.4 Appropriate methods of water volume measurement, in keeping with the performance requirements of the water balance model, or as may be directed by regulators, must be used. These may include mechanical or automatic flow and totalization devices, calculation (volume differences), slurry density calculations, or estimates (**21)**.

16 A water balance model of a very high resolution where virtually all flows and inventories are monitored may be impractical to maintain and may provide no more management value than a water balance model of lesser resolution. Host country requirements may specify particular flows that need to be accounted for in the model.

17 The accuracy of water balance models is dependent on both the accuracy of routine volume measurements and the resolution of the model.

18 Potential sources of recyclable water streams in the water balance can include; process water streams (e.g. refrigeration or cooling water circuits); drainage water from leach pads, process ponds and decant from tailings storage facilities; wash-down water; and treated effluent from water treatment plants.

19 According to the G3 Technical Protocols, the calculation of the volume of water recycled or reused is based on the volume of water demand satisfied by recycled or reused water, in the place of further withdrawals .Site water balances should state the total volume of water recycled in cubic meters per relevant time period (m3/month or m3/year) and also as a percentage of total water withdrawals.

20 The quality of estimation methods used must stand up to external scrutiny.

5.3.2 Analysis and Response

5.3.2.1 Analysis of results of actual water use patterns against host country regulatory, and internal water use objectives, must be undertaken as per regulatory requirements or at an interval appropriate to achieve water use management objectives.

5.3.2.2 Remedial and preventative actions must be initiated to correct deviations from regulatory requirements and site water use objectives.

5.3.3 Reporting

5.3.3.1 Reporting on water use performance against regulatory and GNCC requirements (**22)** must be performed undertaken as required.

6 GLOSSARY

6.1 **Waste storage facilities** refers to all constructed facilities for the storage of waste, including waste rock dumps, tailings storage facilities, spent heap leach pads and landfill sites.

6.2 **Operation** refers to a producing mine.

6.3 **Project** refers to an exploration project or a new mine expansion.

6.4 **Site** is used when referring collectively to gold producing operations and to exploration and expansion projects.

6.5 **Mining lifecycle** encapsulates all stages of a mine project, from exploration to operation and closure.

6.6 **Permit** is used to denote any environmental approval, authorization or license issued by host government departments and containing legally binding performance requirements.

22 Including incident reporting requirements and the relevant G3 GRI Environmental

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Land Management

Table of Contents

1. INTRODUCTION
2. OBJECTIVE
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. REQUIREMENTS
5.1. Legal Requirements and Community Expectations
5.2. Categorization of Land Disturbance Status
5.3. Managing Land Use Change
5.4. Managing Land Use Impacts
5.5. Information and Reporting
6. GLOSSARY

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

Mining is a temporary land use, and although activities can span many decades, if poorly controlled, residual impacts can last for many generations. Mining companies hold tenure to land for exploration and mining in various forms, ranging from full ownership to concessions or a lease of tenements. Regardless of the form of land holding, mining companies are not only stewards of the land under their control and influence, but are also responsible to host governments and communities for leaving it in a condition that ensures the optimization of post closure outcomes.

Activities associated with mineral exploitation give rise to numerous types of temporary and permanent activities on land including: exploration drilling, development of mining pits, ore processing plants, overburden and waste storage, water supply and treatment, offices, and recreation and accommodation facilities. The total extent of land disturbed for these multiple uses is often referred to as the mine footprint.

The change of existing land use or securing access to land for new mining or exploration activities can be controversial, especially where communities are affected. If insensitively managed, this change process can result in a hostile relationship developing between the site and affected communities, which may pose a threat to long term production viability. In keeping with the company's commitment that "We want communities and the societies in which we operate to be better off for us having been there", the needs of affected communities in planning and making decisions regarding land use change, are vital.

Recognizing that land management issues at each site are unique, this standard sets out generic requirements to ensure that land-related environmental burden liabilities (1) which may accrue to GNCC Capital, Inc. ("GNCC") and community-related threats are minimized or avoided.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

2. OBJECTIVE

The objectives of this document are:

1. To outline a common approach to the management of land resources at sites under the control and influence of GNCC.

2. Primarily the associated financial liability caused by mining-related disturbance to land in company managed areas, including onsite and offsite impacts that result in the need for rehabilitation.

3. To ensure that impacts on land resulting from GNCC activities are managed in line with host government requirements, the reasonable expectations of communities and GNCC Capital, Inc.'s values.

3. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the Manager in direct control of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

4. SCOPE

4.1 This standard applies to the management of land resources held privately or under concession, lease or tenement.

4.2 Onsite contractors and subcontractors are required to adopt this standard unless they have an alternative land management standard, approved in writing by GNCC.

4.3 Where GNCC has no operational responsibility but a significant equity stake, and an equivalent standard is not in place, this standard must be made available to the operator for application.

4.4 This standard excludes requirements specific to the development of decommissioning and closure (2) plans appropriate to the mining lifecycle stage because these are addressed by the GNCC Closure and Rehabilitation Standard, and to closure liability estimation.

5. REQUIREMENTS

Legal Requirements And Community Expectations

Site operators are required to maintain the requisite licenses, permits and/or authorizations for the different land use activities (3) carried out. Regulatory conditions applicable to land use management must be fulfilled.

Existing agreements attached to land title deeds or formally and informally entered into with neighbors, including communities, must be honored.

Categorization of Land Disturbance Status

5.2.1 To facilitate land management planning and reporting, information on the disturbance status of all land owned, under mining concession or leased by the site must be maintained as per the categories listed below:

The closure phase is a period extending beyond the usual operational life of a mine.

For example, prospecting or exploration drilling, sinking of shafts or excavation of pits, processing plants, waste storage facilities, soil borrow pits, water storage dams, heap leach facilities, recreational and accommodation areas.

i. Total land owned or managed under lease, concession or tenement for production and exploration activities, in hectares.

ii. Extent of land undisturbed by company activities (4), in hectares.

iii. Extent of land disturbed by company production activities (**5)** and not yet rehabilitated, in hectares.

iv. Extent of land disturbed by non-production activities (6), in hectares.

v. Extent of land rehabilitated to an agreed closure standard, in hectares.

5.2.2 The land disturbance status (**7)** must be updated at the end of the calendar year to reflect changes in additional land area disturbed or successfully rehabilitated.

Managing Land Use Change

Environmental and social impact assessments, including baseline biodiversity and landscape function studies, must be undertaken by qualified specialists before the commencement of new projects or major changes such as expansions to existing operations, in order to anticipate, avoid or minimize associated impacts on land and on potentially affected communities. Land management use changes in conflict or post-conflict areas require specialized impact assessments by appropriate experts.

Where not specified by host country regulation, the environmental and social impact assessment considerations will be as specified in sections 4 to 12 (Social and Environmental Assessment) of the International Finance Corporation's (IFC) Performance Standard 1: Social and Environmental Assessment and Management System (dated 30 April, 2006) (8).

During exploration and mine development activities, the extent of land disturbed by production activities must be minimized in order to limit the associated restoration liabilities and where relevant, the potential for damaging conflicts with affected communities.

Some concession areas may be 'disturbed' by pre-mining land uses such as agriculture, rural settlements or 'artisanal mining'. There should be careful delineation of these activities, in a GIS or equivalent system, as well as, inventorying pre-GNCC mining-related land disturbance.

Includes land disturbed by infrastructure related directly to mining and ore processing, such as mine shafts, pits, metallurgical plants, water and energy supply equipment, waste storage facilities, supplier/contractor site offices, etc.

6 Includes land disturbed by activities such as mine accommodation, recreational facilities, etc. but excludes land disturbed within the company-managed concession/lease area by non-company or associated activities such as agricultural activities, residential areas, illegal occupations, etc.

7 This information and updating interval is aligned with the G3 reporting requirement (MM EN23)

8 The corresponding IFC Guidance Note 1: Social and Environmental Assessment and Management Systems provide further explanation and context for the requirements. See the full Standard on:http://www.ifc.org/ifcext/sustainability.nsf/AttachmentsByTitle/pol_PerformanceStandards2006_PS1/$FILE/PS_1_SocEnvAssessmentMgmt.pdf.IFC Guidance Note 1 can be found on:http://www.ifc.org/ifcext/sustainability.nsf/AttachmentsByTitle/pol_GuidanceNote2007_1/$FILE/2007+Updated+Guidance+Note_1.pdf

5.3.4 A formal site-based system to assess the potential impacts of and authorize the utilization of land previously undisturbed by GNCC mining or exploration activities must be maintained. This system must ensure regular identification of areas no longer required for operational activities and that can be made available for concurrent rehabilitation. Additionally, the system must ensure that legal and impact assessment requirements associated with additional land disturbance are adhered to, and where necessary that the stakeholder engagement processes are undertaken.

Managing Land Use Impacts

5.4.1 Post-mining land use objectives should be developed and revised at appropriate intervals, in consultation with the host country governments and host communities.

5.4.2 A structured rehabilitation program must be developed for each site, taking cognizance of the impact and timing of mining and exploration plans and which methodically assesses and addresses impacts **(9)** caused by GNCC's land use activities, in line with the agreed post-mining land use objectives

Information and Reporting

Information related to land use change, disturbance and land rehabilitation activities, including monitoring and performance assessment data, must be retained until the site has been granted an exit certificate, and then handed to the relevant government authorities.

Reporting of land management statistics and rehabilitation performance must be done according to host government and GNCC Capital, Inc. requirements including, but not limited to, progress reports against land management objectives, incident reporting, and relevant GRI environmental indicators.

9. Through activities that cause physical, biological and chemical changes to the environment such as the clearance of vegetation, acidification of water and soils and disturbance of natural habitats as well as adverse socio-economic impacts on communities.

6. GLOSSARY

6.1 **Waste storage facilities** refers to all constructed facilities for the storage of waste, including waste rock dumps, tailings storage facilities, spent heap leach pads and landfill sites.

6.2 **Operation** refers to a producing mine.

6.3 **Project** refers to an exploration project or a new mine expansion.

6.4 **Site** is used when referring collectively to gold producing operations and to exploration and expansion projects.

6.5 **Mining lifecycle** encapsulates all stages of a mine project, from exploration to operation and closure.

6.6 **Land** and **land resources** refer to the physical landscape, with its inherent and interrelated geological, topographical, biological and hydrological components.

6.7 **Permit** is used to denote any environmental approval, authorization or license issued by host government departments and containing legally binding performance requirements.

6.8 **Concurrent rehabilitation is the** rehabilitation of redundant facilities and disturbed land during the operational life of a project, without waiting for mine closure and in line with agreed closure objectives, thereby reducing final closure costs.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Air Pollution Management

Table of Contents

1. INTRODUCTION
2. OBJECTIVE
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. REQUIREMENTS
5.1 Legislative and Other Requirements
5.2. Assessing Air Quality Impacts
5.3. Defining Applicable Air Quality Performance Standards
5.4. Air Quality Management Plans
5.5. Air Quality Monitoring and Analysis
5.6. Information Management and Reporting
6. Glossary
7. References

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

Air is often a significant and easily observed pathway for the transport of pollutants liberated from site activities to the environment, including neighboring communities. Air quality is an important environmental aspect at GNCC Capital, Inc. ("GNCC") sites and is often closely regulated. In several jurisdictions, in addition to point source emissions standards, ambient air quality standards are increasingly being specified at the site boundaries, recognizing the cumulative effect of point source emissions and fugitive emissions.

In the context of this document, air quality management refers to the management of all contributory sources of degraded ambient air quality, including point source emissions and fugitive emissions.

2. OBJECTIVE

To ensure that point source and fugitive air emissions are proactively managed in accordance with host country requirements, the Values and Business Principles of GNCC Capital, Inc., and where relevant, community requirements.

3. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the manager in control of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

4. SCOPE

This standard presents systematic requirements relating to the management of air quality impacts and is applicable to GNCC managed activities during all phases of the mine lifecycle.

Where GNCC has no operational responsibility but a significant equity stake, and an equivalent standard is not in place, this standard must be made available to the operator for application.

This standard excludes the management of air quality emissions that can potentially impact on the health of employees in the workplace, since these are managed under the occupational health requirements of GNCC Capital, Inc.

5. REQUIREMENTS

Legislative and Other Requirements

5.1.1 The management of air quality at GNCC Capital, Inc. sites must be in compliance with applicable international treaties, national laws and regulations, environmental license conditions and any other binding obligations.

5.2. Assessing Air Quality Impacts

5.2.1 A baseline (**1**) assessment (**2**) must be conducted to assess actual and potential air quality impacts resulting from point and fugitive emission sources operated at the site. This may require the development of an air dispersion model capable of predicting ambient air quality changes both locally (on the fence-line) and at a distance (e.g. in nearby communities).

5.2.2 Potential air quality impacts arising from the installation of new processes and the development of new projects must be assessed and the requisite authorization/s must be obtained in advance of commissioning any equipment that produces air emissions which are controlled by a regulator.

5.2.3 The parameters to be assessed must be appropriate to the geographic setting, climate and the nature of activities and may include, but are not limited to:

i. Particulates (TSP, PM10, PM2.5, as appropriate).

ii. Nitrogen Oxides (NOx).

iii. Sulphur Oxides (SOx).

iv. Volatile Organic Carbons (VOC).

v. Heavy Metals (As, Hg, Pb, Zn, etc).

vi. Carbon Oxides (COx).

vii. Ozone Depleting Substances (ODS).

5.3. Defining Applicable Air Quality Performance Standards

5.3.1 Where air emissions and/or ambient air quality requirements are not stipulated by host country regulators in permits/licenses or other applicable environmental authorizations, the relevant air quality performance guidelines as stipulated in the (**1)** In this context, ***baseline*** assessment refers to the initial qualitative and/or quantitative assessment conducted at the site. It may be conducted during any phase of the project. It establishes the status quo with respect to impacts generated from site activities. Current version of the IFC Environmental, Health, and Safety General Guidelines (**3)** must be adopted.

The format of this assessment can be in any effective format, for example; a desktop assessment combined with more a focused emissions inventory.

5.3.2 The monitoring and control points applicable to point source emissions and ambient air quality performance standards should be explicitly identified.

5.4. Air Quality Management Plans

5.4.1 GNCC managed activities must develop an Air Quality Management Plan, which includes strategies, operational controls (**4)**, management practices (**5)**, monitoring requirements and performance review mechanisms for ensuring adherence to applicable air quality performance standards.

5.4.2 Responsibility for the implementation of the air quality management plan must be documented.

5.4.3 To facilitate communications and to maintain good relationships with communities whose ambient air quality is potentially worsened by GNCC activities, relevant community engagement processes must be maintained.

5.5. Air Quality Monitoring and Analysis

5.5.1 Air quality monitoring (**6**) must be conducted where significant potential for air quality impacts has been identified in the baseline assessment, or as regulatory conditions stipulate (**7**).

Maintenance and calibration (or verification) of air quality monitoring equipment must be conducted to ensure the integrity of the collected monitoring data.

Where applicable, conformance to air quality performance standards must be modeled at the facility boundary using a relevant air quality dispersion model. Sites should maintain a weather station to facilitate air dispersion modeling, unless reliable alternative data sources are readily available.

Non-compliance to ambient and/or emission standards must be identified and communicated as appropriate, for example through the site's incident reporting system, in order to develop and implement corrective actions.

3 These Guidelines can be obtained at the following URL, http://www.ifc.org/ifcext/sustainability.nsf/AttachmentsByTitle/gui_EHSGuidelines2007_GeneralEHS/$FILE/Final+-+General+EHS+Guidelines.pdf

4 This may include emissions control equipment such as scrubbers, electrostatic precipitators, vacuum hoods, vegetative screening and wetting down of haul roads, etc., as appropriate.

Including planned maintenance schedules.

This may be source or receptor based monitoring, depending on the prevailing situation. Suitable locations of ambient air quality monitoring stations including upstream and downstream locations and should be derived from the results of the baseline assessment.

7 Sites must develop and implement monitoring/inspections programs to verify that air emission controls are operating properly.

5.6. Information Management and Reporting

5.6.1 Information generated as a result of air quality management activities, including monitoring, shall be maintained for communication to internal and external parties, as may be required.

5.6.2 Reporting on air quality management statistics must be done in accordance with regulatory requirements, and where relevant, GNCC Capital, Inc. Corporate office requirements, including but not limited to, incident reporting requirements and the relevant Global Reporting Initiative's G3 Environmental Performance Indicators.

6. Glossary

Point sources are discrete, stationary, identifiable sources of emissions that release pollutants to the atmosphere. They are typically located in processing plants.

Fugitive source air emissions refer to emissions that are distributed spatially over a wide area and not confined to a specific discharge point. They originate from activities where exhausts (e.g. diesel smoke) are not captured and passed through a stack. Fugitive emissions have the potential for much greater ground level impacts per unit than stationary source emissions, since they are discharged and dispersed close to the ground, such as dust from TSF's.

Mine lifecycle encapsulates all stages of a mine project, from exploration to operation and closure.

Operation refers to a producing mine.

Project refers to an exploration project or a new mine expansion.

Site is used when referring collectively to gold producing operations and to exploration and expansion projects.

7. References:

IFC & World Bank Group Environmental, Health, and Safety Guidelines GENERAL EHS GUIDELINES, April 30, 2007.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Treatment Of Hazardous Chemicals

TABLE OF CONTENTS

1. INTRODUCTION
2. OBJECTIVES
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. REQUIREMENTS
5.1 Legislative and Other Requirements
5.2 Register of Chemicals
5.3 Classification according to Environmental Risk
5.4 Risk Avoidance during the Selection and Purchase of EHCs
5.5 Mitigating the Risk of Using EHCs
5.6 Managing EHCs during Decommissioning
5.7 Emergency Preparedness and Response
5.8 Monitoring and Measurement
5.9 Reporting and Record Keeping
5.10 General

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

Many different chemicals are used in the mining and extraction process. The chemicals used can vary greatly in the degree of hazard they pose to the environment. In particular the potential negative impacts of hazardous chemical use must be anticipated and avoided through appropriate controls, or where feasible, substituting them with low hazard chemicals. In cases however, where no economically viable substitutes are available, hazardous chemicals need to be responsibly and carefully managed, whilst deriving maximum efficiency from their use.

2. OBJECTIVES

The objectives of this document are:

To provide an assessment framework for identifying those chemicals being used at the GNCC Capital, Inc. ("GNCC") managed sites that can be harmful to the environment.

To set out key elements of a proactive approach to the management of environmentally hazardous chemicals (**1**), thereby preventing potentially negative impacts on the environment from the use of chemicals.

3. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the Manager (**2**) of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

4. SCOPE

This standard defines the GNCC approach to the management of environmentally hazardous chemicals. It relates to the identification, selection, purchase, transportation, handling, storage, use and disposal of such chemicals.

Onsite contractors and subcontractors are required to adopt this standard unless they have an alternative chemicals management standard approved in writing by GNCC Capital, Inc.

Where GNCC has no operational responsibility but a significant equity stake, and an equivalent standard is not in place, this standard must be made available to the operator for application.

1. This term is explained in section 5.3.3.

2. The manager in direct control of the whole site.

Exclusions:

This standard does not apply to radioactive substances.

The management of cyanide at GNCC Capital, Inc. operations will be according to the International Cyanide Management Code for the Manufacture, Transport and Use of Cyanide in the Production of Gold.

5. REQUIREMENTS

5.1 Legislative and Other Requirements

The management of chemicals at GNCC Capital, Inc. sites must be in compliance with applicable international treaties, national laws and regulations, environmental license conditions and any other binding obligations.

5.2 Register of Chemicals

A Chemicals Register must be developed and maintained for the site, which inventories all reactive organic and inorganic chemical substances purchased, stored and used. This Register must include gasses, liquids, gels, emulsions, powders and solid chemicals that are used on the site including by contractors.

For each chemical used at the site, the Chemicals Register should include the following information;

i. the chemical name or its major constituents, if it is a mixture;
ii. the UN number, if available;
iii. the (Dangerous Goods) class to indicate special precautions in its handling;
iv. whether a Material Safety Data Sheet (MSDS) is available;
v. the primary areas where each chemical is stored and used;
vi. typical quantities maintained;

Before a new chemical is introduced at a GNCC Capital, Inc. site, suppliers must be required to provide relevant information on its inherent health, safety and environmental risks, including the MSDS.

5.3 Classification according to Environmental Risk

This standard adopts a risk-based approach to the management of chemicals.

5.3.1 The inherent risk posed by each chemical listed on the Chemicals Register must be assessed using a structured methodology, for example HIRA (Hazard Identification and Risk Assessment).

5.3.2 Risk evaluation must consider the level of potential exposure resulting from the volumes or concentration used and characteristics such as corrosiveness, explosiveness and the toxicity of the chemical.

5.3.3 The risk evaluation must permit those chemicals considered to be hazardous to the environment to be differentiated as Environmentally Hazardous Chemicals (EHCs).

5.4 Risk Avoidance during the Selection and Purchase of EHCs.

5.4.1 The risk introduced to the site by the use of EHCs should be avoided at the selection and purchase stage.

5.4.2 An approval process must be implemented to oversee and manage the purchase of new EHCs. This process must consider the cost of environmental risk mitigation resulting from the responsible use of the chemical and consider the use of less harmful substitutes **(3)** as alternatives.

5.5 Mitigating the Risk of Using EHCs

The risk associated with the use of EHCs needs to be mitigated through controls that are flexible and proportionate to the level of risk presented by each substance. This includes controls to be applied whilst transporting, storing, handling and using EHCs, and when disposing of unused or expired EHCs and their packaging.

5.6 Managing EHCs during Decommissioning

The management of EHC inventories during the decommissioning of an entire site or part thereof requires upfront planning to minimize the potentially expensive post closure disposal of EHCs. Equally important is that planning and executing the decontamination of plant and equipment and the safe disposal of EHC residues is undertaken whilst trained personnel and appropriate resources are still on site.

5.7 Emergency Preparedness and Response

Emergency preparedness and response plans shall be maintained current to ensure that appropriate responses can be taken following incidents involving EHCs that can threaten the safety of people and the environment. Where appropriate, for example with transportation incidents, these plans should be coordinated with local and regional emergency response agencies.

Training and communication of procedures governing the management of EHCs and emergency response plans should be done in simple language that is easily understood by relevant staff.

Sites must ensure that the necessary emergency response equipment and response team skills **(4)** are maintained.

It is noted that in several cases, no technically and/or economically viable substitutes are available (e.g. sodium cyanide).

5.8 Monitoring and Measurement

Environmental monitoring programs, including inspection programs, must be established and maintained to assess whether EHCs are impacting upon the environment.

5.9 Reporting and Record Keeping

Reporting on EHC incidents and performance against host country and other requirements **(5)** must be performed as required.

Records of community complaints, enquiries and responses involving EHCs shall be maintained.

5.10 General

Each site should ensure that there is adequate financial and/or infrastructural provision made for the responsible management of Environmentally Hazardous Chemicals (EHCs) as well as their residues and wastes before these chemicals are delivered.

Actual and high potential near miss environmental incidents involving EHCs shall be investigated and preventive measures developed and implemented.

Sites must ensure that EHC risk mitigation controls are included in the scope of their internal audit programs.

6. GLOSSARY

6.1 **Operation** refers to a producing mine.

6.2 **Project** refers to an exploration project or a new mine expansion.

6.3 **Site** is used when referring collectively to gold producing operations and to exploration and expansion projects.

4 Skills include competencies such as spillage containment, accident site management, site cleanup and disposal, first aid and emergency medical treatment. Other resources include appropriate vehicles, chemical containment and cleanup 'spill kits', communication devices, demarcation and barricading equipment and self-contained breathing apparatus.

5 Including GRI environmental indicators.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Waste Management Policy
TABLE OF CONTENTS

1. INTRODUCTION
2. OBJECTIVE
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. REQUIREMENTS
5.1. Legal and Other Requirements
5.2. Classification of Waste Streams on Environmental Risk
5.3. Development of Waste Management Programs
5.4 Components of Waste Management Programs
5.5 Monitoring
5.6 Emergency Preparedness and Response
5.7 Reporting
5.8 Closure
6. GLOSSARY

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION.

Waste is any substance or object which its producer or the person in possession of it discards or intends to discard. A wide spectrum of wastes is generated throughout the mining lifecycle. These range from inert to reactive, benign to highly toxic, organic to inorganic, and arise from the commercial, industrial and domestic activities of the company. Hazardous wastes typically require compliance with regulatory controls. The management of low hazard and non-hazardous waste tends to be based on economic considerations. This document provides a framework for the management of non-mineral waste in GNCC Capital, Inc. ("GNCC") managed sites.

2. OBJECTIVE

The objective of this document is to ensure that actual and potential impacts arising from waste generation, handling, transportation and disposal are managed in accordance with host country requirements and the Values and Business Principles of GNCC Capital, Inc.

3. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the Manager in control of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

4. SCOPE

This waste management standard defines the approach **(1)** to the management of waste products at GNCC managed sites.

This standard applies to valueless waste streams which may be generated during the mining and processing of the ore or the treatment of water, for example; chemical precipitates of arsenic or sulphur.

Where GNCC has no operational responsibility but a significant equity stake, and an equivalent standard is not in place, this standard must be made available to the operator for application.

Onsite contractors and subcontractors are required to adopt this standard unless they have an alternative waste management standard, approved in writing by GNCC.

1 Including activities of waste generation, collection, segregation, storage, transport and disposal.

Exclusions:

This waste management standard does not apply to radioactive substances and mineral wastes such as tailings and waste rock.

The management of cyanide at GNCC Capital, Inc. managed sites will be according to the International Cyanide Management Code for the Manufacture, Transport and Use of Cyanide in the Production of Gold.

5. REQUIREMENTS

5.1. Legal and Other Requirements

GNCC Capital, Inc. managed sites must manage all wastes and on-site waste disposal facilities in compliance with applicable international treaties, national laws and regulations, environmental license conditions and any other binding obligations.

5.2. Classification of Waste Streams on Environmental Risk

5.2.1. A register of the different waste streams generated under normal and abnormal conditions by the site must be developed and maintained.

5.2.2. The identified waste streams must be characterized and classified either as hazardous **(2)** or non-hazardous. Those subject to regulatory controls must be clearly distinguished.

5.2.3. Secondary categorization of wastes should be done to suit the particular circumstances of the site **(3)**.

5.3. Development of Waste Management Programs

5.3.1. Sites must develop waste management programs (**4)** in the context of the legal and other obligations applicable to the different types of waste identified. Documented waste management programs must be maintained.

5.3.2. The waste management programs must be informed by the following hierarchy of waste management strategies:

2 Hazardous waste is waste that has the potential, even in low concentrations, to have a significant adverse effect on public health and the environment because of its toxicological, chemical and physical properties, or is waste classified as such by host country law.

3 For example; non-hazardous waste streams can be further classified into: recyclable/non- recyclable, ferrous & non-ferrous metals, wood, paper, cardboard, plastic, etc. Hazardous wastes can also be further classified into recyclable or non-recyclable, with further logical subcategories, such as asbestos, fluorescent tubes, electronic, hydrocarbons, PCB contaminated transformer oils, cyanide-contaminated waste, solvents, sewage, etc.

5.3.3 These programs should be integrated into the site Environmental Management System through, for example, site specific procedures.

i. **Waste avoidance** – practices which minimize the generation of waste through e.g. purchasing practices aimed at reducing volumes of packaging; ensuring waste materials are recyclable, etc.

ii. **Waste reduction** – practices which reduce waste production at source through e.g. more efficient use of physical resources or maintaining optimum levels of substances which are prone to expiring.

iii. **Waste reuse** – where objects or materials can be reused directly or after refurbishments, such as electric motors, pump components or printer cartridges.

iv. **Waste recycling** – using waste materials, such as waste heat, metal, plastic, wood and paper, as raw material inputs into other processes or industries.

v. **Waste treatment** – transforming a nuisance or hazardous waste into a form that is easier to manage, e.g. through chemical stabilization, or the chemical extraction of toxic constituents through, for example, precipitation.

vi. **Waste disposal** – the disposal of hazardous & sub-economic waste to appropriately licensed, constructed and managed waste disposal facilities.

5.4 Components of Waste Management Programs

5.4.1 Segregation, handling and storage

5.4.1.1 Measures to segregate (**5)** waste types according to their chemical and physical characteristics or disposal method must be specified in waste management programs.

5.4.1.2 The location and design specifications (**6)** of waste transfer and disposal facilities must be suited to the waste type being managed and (ensure protection of the environment and the health and safety of people.

5.4.2 Transport and disposal

5.4.2.1 The regulatory requirements relating to the transportation of hazardous & nonhazardous waste materials in host countries must be specified in the waste management programs.

5.4.2.2 Waste disposal on GNCC property, including in landfill sites, pits and via co-disposal in rock dumps, may take place only if approved by the host country Government.

5 Where feasible, segregation should be performed at source since this lowers the potential for waste mixing and contamination and usually as a consequence, the overall cost of waste handling.

Including engineered protection measures such as a firm, waterproof base; liners, protection from the ingress and egress of storm water from surrounding areas; and drainage into a containment area to prevent contaminated water from entering the environment.

5.4.2.3 Proof of safe offsite disposal of hazardous waste materials must be maintained.

5.4.2.4 Where off-site disposal is done by contractors, the contractor must provide proof of registration to conduct such business and the proof of safe disposal.

5.5 Monitoring

Where waste transfer, sorting or disposal activities present a risk of land and water becoming contaminated, suitable monitoring programs to enable corrective and preventative actions must developed and implemented.

5.6 Emergency Preparedness and Response

Sites must include appropriate responses to hazardous waste incidents in their emergency preparedness and response planning.

5.7 Reporting

5.7.1 Information (7) on hazardous and non-hazardous waste materials must be collated and reported in accordance with regulatory and GNCC corporate office reporting requirements.

5.7.2 The results of monitoring conducted to verify the integrity of environmental protection measures must be maintained.

5.8 Closure

GNCC operations must adapt and incorporate their waste management programs into the Mine Closure Plan, taking into account the reduced level of resources on site.

6. GLOSSARY

6.1 **Operation** refers to a producing mine.

6.2 **Project** refers to an exploration project or a new mine expansion.

6.3 **Site** is used when referring collectively to gold producing operations and to exploration and expansion projects.

6.4 **Mining lifecycle** encapsulates all stages of a mine project, from exploration to operation and closure.

7 Information such as that required for GRI reporting, e.g. quantities and types of wastes produced (e.g. wood, metals, hydrocarbons, etc.) and the final disposal destination (e.g. landfill).

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Mine Closure Policy

TABLE OF CONTENTS

1 INTRODUCTION
2. OBJECTIVES
3. ACCOUNTABILITY AND RESPONSIBILITY
4. SCOPE
5. GUIDING PRINCIPLES
6. REQUIREMENTS
6.1 Legal and Other Requirements
6.2 Risk Assessment
6.3 Consultation and Communication
6.4 Closure Land Use Objectives
6.5 Conceptual Closure Plan
6.6 Interim Closure Plan
6.7 Final Closure Plan
6.8 Alternative Options
6.9 Review
6.10 Rehabilitation Program
6.11 Temporary closure (care and maintenance)
6.12 Knowledge Base
6.13 Financial Estimates
7. GLOSSARY
8. REFERENCES

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

Underpinning this standard is two of GNCC Capital, Inc.'s ("GNCC") values:

- The communities and societies in which we operate will be better off for GNCC Capital, Inc. having been there.
- We respect the environment.

Three components of GNCC's integrated environment and community policy are also especially relevant:

To achieve these values we will:

- comply with all applicable laws, regulations and requirements.
- manage efficiently and safely the resources under our stewardship and respect the values, traditions, and cultures of the local and indigenous communities in which we operate.
- ensure financial resources are available to meet our closure obligations.

Closure of all GNCC managed sites needs to be carefully planned and implemented in order to meet these commitments. Good closure planning is a value-adding exercise which reduces closure costs, optimizes post-mining land use options, and can help to reduce life of mine operating costs. The values statements recognize that social and environmental issues are interrelated and both affect how host communities perceive and remember a site and its parent company (ies) during and after closure; thus an integrated approach is necessary.

Guidance to assist sites to meet this standard is included in a Closure Guideline and a Financial Model for Mine Closure. In order to avoid repetition, reference to objectives, plans, etc., should be understood to include both environmental and social aspects.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

2. OBJECTIVES

The objectives of this standard are to:

Ensure that GNCC Capital, Inc.'s exploration and operating sites are closed in line with host country requirements, if any, and the company's values, business principles and policies. Sites should be left in a condition which is safe, stable and minimizes adverse impacts on people and the environment.

Maximize the post-activity land use that provides an enduring, positive legacy for the landholder and local community, and

Align closure and operational planning throughout the mine lifecycle.

3. ACCOUNTABILITY AND RESPONSIBILITY

Accountability for implementing this standard lies with the General Manager, or equivalent, at the site. Responsibility for its implementation can be delegated to a designated person(s) who must clearly understand his/her role(s) and responsibilities. The person responsible for implementing the standard must be suitably qualified or experienced to undertake the task.

4. SCOPE

This standard defines the approach to closure planning at GNCC managed sites.

Exploration sites must adopt and comply with the provisions of this standard as appropriate to ensure cessation of activities in a manner that meets the standard's objective.

Where GNCC has no operational responsibility and an equivalent standard is not in place, the operator must be encouraged to apply this standard.

Onsite contractors and subcontractors are required to adopt this standard unless they have an alternative standard, approved in writing by GNCC Capital, Inc.

The International Cyanide Management Code for the Manufacture, Transport and Use of Cyanide in the Production of Gold must be complied with in regard to closure requirements related to cyanide management.

The GNCC Tailings Management Framework and Heap Leach Management Framework must be complied with in regard to closure requirements related to tailings management and heap leach management, respectively, as applicable.

5. GUIDING PRINCIPLES

The following principles underlie this standard:

Closure planning and implementation must comply with all applicable legal and other requirements;

Closure planning is a core business activity which starts during the exploration phase and continues throughout the life of mine;

Closure planning should be based on early consideration, assessment, evaluation and application of alternatives in order to minimize closure and post-closure liabilities;

Closure plan(s) should be flexible so as to identify and incorporate innovative approaches, new data and operational changes;

The operation is responsible for ensuring that its closure plan(s) are implemented;

Engagement of stakeholders and social partners is critical to successful closure planning; and

The key disciplines responsible for planning and execution at different stages of the mine lifecycle, for example mining, social and environmental management, engineering, feasibility and design planning; financial management, risk management and strategic planning, are all required to work together in an integrated way.

6. REQUIREMENTS

6.1 Legal and Other Requirements

Sites must plan and implement closure in compliance with all applicable laws, regulations and other binding obligations.

6.2 Risk Assessment

The closure planning process must involve identification and assessment of the risks associated with closure of the site.

Measures proposed to be implemented during closure must be subjected to a risk assessment, as applicable, to assess whether they will be able to stand up to post-closure conditions.

The above assessments must take into account longer-term cycles and variations in the local climate.

6.3 Consultation and Communication

The Stakeholder Engagement Management Standard must be used as the basis for engaging with stakeholders, as applicable.

Key stakeholders must be identified and consulted and their interests and views must be recorded and considered in developing the plans described in sections 6.5 following.

Engagement and communication with stakeholders regarding closure planning must be appropriate to the lifecycle stage of the site.

6.4 Closure Land Use Objectives

Closure land use objectives must be developed and revised at appropriate intervals, in consultation with the host country government, at the national, provincial and local levels, as appropriate, and host communities.

Closure land use objectives must seek to ensure the long-term safety, health, function and viability of the affected communities and environments.

Closure land use objectives must inform site and rehabilitation designs, the selection of scientifically sound and economically feasible mitigation technologies to address physical, biological and chemical disturbance, and appropriate post closure monitoring.

The objectives must include, but are not limited to the following:

6.4.4.1 Minimize costs, but not at the expense of meeting the other objectives

6.4.4.2 Minimize pollution;

6.4.4.3 Remediate degraded areas, polluted soils and water;

6.4.4.4 Establish sustainable ecosystems;

6.4.4.5 Maximize the use of existing structures and infrastructure for future economic benefit;

6.4.4.6 Provide a safe environment; and

6.4.4.7 Facilitate sustainable livelihoods of affected communities, in accordance with the Social Investment and Local Economic Development Management Standard and the Stakeholder Engagement Management Standard, as applicable.

6.5 Conceptual Closure Plan

Unless a site already has an interim or final closure plan, a conceptual closure plan must be prepared prior to project approval to ensure that closure is technically feasible and socially acceptable and that closure plans and costs are included in the project feasibility studies.

The conceptual closure plan identifies post-mining land use objectives, which enable the establishment of criteria to guide detailed design.

Contextual information comes from approvals, environmental and social impact assessment (ESIA) and feasibility studies, including stakeholder engagement.

6.6 Interim Closure Plan

An interim closure plan must be prepared as required by the mining permit or license, or within three years of commissioning the site to ensure that it is consistent with closure land use objectives.

The interim closure plan must include, as a minimum, the following:

Site-specific objectives and performance targets, with a timetable for their achievement.

A list and assessment of risks and benefits associated with the preferred closure options.

A list of relevant legal obligations associated with site closure.

A rehabilitation plan to ensure effective rehabilitation of disturbed areas.

Completion criteria, which are indicators that, upon being met, demonstrate successful closure.

Completion criteria must be set in consultation with key stakeholders, reviewed periodically and modified if necessary.

Details of material characterization issues and their management.

A temporary closure plan (care and maintenance plan) – see section 6.11.

A decommissioning plan setting out how infrastructure and services will be removed, if appropriate, and contaminated soil and water will be remediated.

A post-closure monitoring program. Its duration must be determined through a risk assessment.

A stakeholder information and consultation plan.

A communication plan, targeted at internal and external stakeholders.

Information from and conclusions drawn from assessment of the knowledge base (see section 6.11).

A records and document management plan to ensure that these are retained and stored appropriately.

Closure cost estimates (see section 6.12).

Sufficient information to make decisions in the case of unplanned, premature closure.

6.7 Final Closure Plan

The final closure plan is agreed with the regulatory authorities and prepared in consultation with stakeholders.

It must be finalized at least three years before closure is anticipated.

It must include, as a minimum, the following:

Updated, detailed information and plans listed in section 6.6.2.

Details of the skills required by the team tasked with implementing the plan, and when they will be needed.

Roles, responsibilities and timelines for achievement of objectives.

6.8 Alternative Options

When closure plans are developed or revised, alternative options must be considered and evaluated in order to determine the most cost-effective option that meets this standard's requirements.

6.9 Review

The intermediate closure plan must be reviewed and updated when significant changes are made to the operational plan or if key information, such as when relevant environmental or community studies become available.

The intermediate closure plan and knowledge base must be updated at least every three years.

In the last three years of operation, the final closure plan and knowledge base must be updated at least annually.

6.10 Rehabilitation Program

A rehabilitation program must be developed to assess the extent of impacts on land and to develop, implement, monitor, assess and refine rehabilitation methodologies in line with agreed closure objectives and/or environmental permit conditions.

The rehabilitation program must address the phasing of concurrent rehabilitation and rehabilitation performed during the closure phase of the mine. Rehabilitation should be carried out as soon as possible in line with the closure objectives, without waiting for cessation of activities, in order to reduce operational and long-term environmental costs and liabilities.

Rehabilitation designs must be based on adequate and scientifically sound information and where relevant, integrated with site biodiversity and water management plans.

The rehabilitation program must include information on responsibilities for budgeting, developing, scheduling and executing detailed rehabilitation plans. Rehabilitation designs should be based on demonstrated technologies that constitute a low risk of failure, e.g. stable landforms for capped waste facilities, etc.

6.11 Temporary closure (care and maintenance)

Care and maintenance is required for sites which must be temporarily closed. The care and maintenance plan must be updated and implemented immediately, taking into account the potential for future operations at the site.

The plan must document the legal obligations and notifications that may be required if the operation is placed on care and maintenance.

Plans to retain and maintain key infrastructure (including machinery) and prevent potential contamination from the operation must be implemented.

As far as possible, rehabilitation should be undertaken on disturbed areas that are a source of continuing pollution, even if it is possible that some of these areas will be disturbed in the future.

6.12 Knowledge Base

A knowledge base of the context in which the site is being developed or operates must be developed and maintained. It must include, but need not be limited to:

National, regional and local legal and regulatory requirements and site-specific permit and approval requirements for closure;

Characterization of the pre-mining and current socio-economic, cultural and environmental context, including information gained in technical studies, survey and monitoring data, risk assessments, research and stakeholder engagement exercises;

All agreements made with stakeholders;

An inventory of the site infrastructure, including legacies and potential contaminant sources; and

Applicable data and lessons learnt from other sites.

6.13 Financial Estimates

The estimated cost of implementing the closure plan must be updated at least annually in accordance with the GNCC Financial Model for Mine Closure.

7. GLOSSARY

- Closure is the period of time when the exploration or production activities of a site or part thereof have ceased, and final decommissioning and/or rehabilitation are carried out.

- Closure **plan** is a generic term and means the conceptual, intermediate or final closure plan, as Appropriate.

- Completion **criteria** are specific to each site and reflect its unique set of environmental, social and economic circumstances. Where possible, they should be quantitative and capable of objective verification.

- Knowledge **base** means a database containing all the information referred to in 6.11, providing the means for collection, organization and retrieval of knowledge.

  Operation refers to a producing mine.

- Project refers to an exploration project or a new mine expansion.

- **Rehabilitation** is understood to mean the return of disturbed land to a safe, stable and self-sustaining condition. "**Reclamation**" and "**restoration**" are also used in some countries.

- Site is used when referring collectively to operations and projects.

- A **stakeholder** is a person, group or organization with the potential to be affected by or to affect the process, or outcome, of closure of the site. Shareholders; employees, their families and employer representatives; communities in which we operate; business partners; and governments. Many stakeholders will be impacted by the outcome of the site's closure to a greater extent than those planning it.

8. REFERENCES

The following documents may be consulted for additional information:

8.1 International Council on Mining and Metals (2008): ***Planning for Integrated Mine Closure: Toolkit***.http://www.icmm.com/page/758/integrated-mine-closure.

8.2 Australian Government Department of Resources, Energy and Tourism (2006): ***Mine Closure and Completion***, part of the series "Leading Practice Sustainable Development Program for the Mining Industry".http://www.ret.gov.au/resources/mining/leading_practice_sustainable_development_program_for_the_mining_industry/Pages/mineclosure_handbook.aspx

8.3 Australian Government Department of Resources, Energy and Tourism (2006): ***Mine Rehabilitation***, part of the series "Leading Practice Sustainable Development Program for the Mining Industry".http://www.ret.gov.au/resources/mining/leading_practice_sustainable_development_program_for_the_mining_industry/Pages/mine_rehab_handbook.aspx

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Reporting And Disclosure Requirements

Table of Contents

1. INTRODUCTION
2. OBJECTIVE
3. DEFINITIONS
4. ACCOUNTABILITY AND RESPONSIBILITY
5. SCOPE
6. REQUIREMENTS
7. REPORTING
8. REVISIONS
9. GLOSSARY

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

1. INTRODUCTION

In the course of undertaking its gold production and/or exploration activities, GNCC Capital, Inc. ("GNCC") sites may bring about incidents that impact negatively on the environment and or communities, to varying levels of severity. In order to reduce the reputational, financial or legal liability associated with these incidents, the organization requires an effective internal process for identifying, communicating and responding to these events. This management standard defines internal environmental and community incident classification and reporting criteria, which permit a coherent and prompt communication of the most serious incidents. Moreover, this communication process allows for management responses to be initiated where appropriate, and the timely preparation of responses to address external enquiries.

2. OBJECTIVE

The objective of this management standard is to provide operations with requirements for the classification and reporting of environmental and community incidents to the corporate office.

3. DEFINITIONS

See attached tables for detailed incident type and severity classifications.

4. ACCOUNTABILITY AND RESPONSIBILITY

Overall accountability for implementing this standard lies with the Manager of the site. Responsibility for its implementation can be delegated to a designated person(s) who should clearly understand their role(s) and responsibilities.

5. SCOPE

The requirements of this management standard apply to all GNCC Capital, Inc.'s managed sites, including operating mines, closure sites and exploration projects.

6. REQUIREMENTS

6.1. All sites must maintain environment and community monitoring systems to detect and evaluate whether potentially negative environmental and community events fall into reportable incident and severity classifications.

6.2 Incidents meeting the reportable criteria must be notified as soon as practicable to the Vice President Environment and Community Affairs, via electronic mail.

6.3. Follow-up reports outlining event details and actions taken, must follow within a period of 14 days.

7. REPORTING

Periodic summary reporting must be in accordance with regulatory and GNCC corporate office quarterly reporting requirements.

8. REVISIONS

This management standard will be reviewed to assess its relevance on a periodic basis and or in accordance with changes to company policy.

9. GLOSSARY

9.1 **Operation** refers to a producing mine.
9.2 P**roject** refers to an exploration project or a new mine expansion.
9.3 **Site** is used when referring collectively to producing operations and to exploration and expansion projects.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Health & Safety Policy

GNCC Capital, Inc. as an Employer: Our Commitment to Occupational Health and Workplace Safety

- The company is committed to complying with all relevant occupational health and safety laws, regulations and standards. In the absence of thereof standards reflecting best practice will be adopted.
- We are committed to providing a working environment that is conducive to safety and health.
- The company places the management of occupational safety and health as a prime responsibility for line management, from the executive through to the first line supervisory level.
- We strive for employee involvement and for consultation with employees or their representatives to gain commitment in the implementation of these principles.
- The company is committed to providing all necessary resources to enable compliance with these principles.
- The company will not tolerate or condone breaches of standards and procedures.
- We will implement safety and health management systems based on internationally recognized standards and we will assess the effectiveness of these systems through periodic audit.
- We will conduct the necessary risk assessments to anticipate, minimize and control occupational hazards.
- We will promote initiatives to continuously reduce the safety and health risks associated with our business activities.
- We will set safety and health objectives based on a comprehensive strategic plan and will measure performance against our plan.
- We will monitor the effects of the company's operational activities on the safety and health of our employees and others, and we will conduct regular performance reviews.
- We will provide all necessary personal protective equipment.

- We will establish and maintain a system of medical surveillance for all employees.
- We will communicate openly on safety and health issues with employees and other stakeholders.
- We will ensure that employees at all levels receive appropriate training and are competent to carry out their duties and responsibilities.
- We will require our contractors to comply with these principles and we will seek to influence joint partners to apply them as well.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

MINING PROPERTY RIGHTS HELD BY THE COMPANY:

GOLD EXPLORATION PROPERTIES:

1. "Clara" Gold Project Property Description:

The Clara Gold Project is located on approximately 480 acres of mining claims in the Santa Maria Mining District in La Paz County, Arizona. There are 24 lode mining claims on land administered by the Bureau of Land Management ("BLM"). Access is obtained by Swansea Rd and Lincoln Ranch Road, which proceed approximately 15 miles north from Arizona Highway 72 at Bouse, Arizona.

The Clara Gold property consists of a Tertiary age sandstone and conglomerate upper plate which has been detached over the top of a lower plate of Precambrian age quartz-feldspar-chlorite gneiss. The gneiss has been intensely brecciated along both the detachment surface and where it has been cut by high angle structures. Clara has exposures of gold and copper in the upper plate, developed by numerous shafts and adits on Gold Hill. Mineralization is dominantly free gold (disseminated and leaf form) and micron gold, along with massive or fracture filling specular hematite, chrysacolla, malachite, barite, fluorite, quartz, calcite, chlorite and manganese oxides. The high angle structures appear to have served as conduits tapping a large deep seated copper / gold system.

Underground sampling by Nevada Pacific, a previous owner, averaged .091 ounces per ton gold, and included a section of continuous chip / channel samples that averaged 0.162 ounces per ton gold over 85 feet. Nevada Pacific's initial drilling included intervals of 45 feet @ 0.097 ounces per ton gold and 15 feet @ 0.089 ounces per ton gold. The Company intends to conduct initial sampling to validate Nevada Pacific's reported results, following which the Company will attempt to develop drill targets at the property.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Clara Exploration History

Exploration materials are available dating back to 1982, when the property was originally acquired by American Gold Minerals Corp., which assigned their interest to Goldsil Mining & Milling, Inc. Goldsil drilled 16 holes and encountered values of up to 0.8 ounces gold per ton (upper plate) and up to 0.10 ounces gold per ton in the gneiss (lower plate), with a resource estimate of up to 400,000 tons of mineralized rock. Goldsil drilled 14 more holes in the south central portion of Section 3 (south of Moreau Hill). A 1986 report described E / W high-angle faults dipping 5 to 10 degrees to the SSE, weak silicification extending into the (lower plate) gneiss and stockwork silica veinlets in the gneiss close to the contact with a breccias zone 5 to 30 feet thick.

In 1986 Phelps Dodge drilled 18 air hammer holes and reported consistent low-grade gold values in Section 35 (Clara Mine area), with estimates of 2,000,000 tons of mineralized rock grading 0.1ppm gold. Work by Gold Fields in 1990 and 1992 was intended to investigate magnetic anomalies and described NE trending structures along the east side of Moreau Hill, as well as the possibility of a lower detachment surface. Some of the gold observed was described as coarse, with detectable flakes, leading to consideration of the possibility of gravity concentration.

Nevada Pacific acquired the property in 1997. Their surface sampling returned gold values of up to 0.652 ounces gold per ton and copper values of up to 20% copper. Underground sampling returned up to 0.512 ounces gold per ton with copper values up to 2.59%. The 36 samples taken by Nevada Pacific averaged 0.091 ounces gold per ton and included a section of continuous chip / channel samples which averaged 0.162 ounces gold per ton over 85 feet. Nevada Pacific then drilled nine holes at Moreau Hill, which included intercepts of 45 feet grading 0.097 ounces gold per ton and 15 feet grading 0.089 ounces gold per ton. The property was then optioned by Echo Bay, which unsuccessfully attempted to drill a barren covered area to the south (not included in the current Clara Gold Project) on the basis of biogeochemical sampling. The project vendors acquired the property from Cordex, and there is an underlying 2% net smelter returns royalty payable to Cordex from the property's production.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Regional Geology

The regional geological setting is a major east / west detachment fault (called the "Buckskin / Rawhide Detachment Fault"). Mineralization is found in quartz veins and breccia zones hosted by the upper plate and lower plates. Detachment fault deposits were first recognized as a separate form of gold deposit in the 1980's. The best example of an Arizona detachment gold deposit is probably the Copperstone Gold deposit, which like Clara is in the highly extended Western Arizona terrane, as well as in the "Walker Lane" gold trend. Cyprus Gold mined the approximately 500,000 ounce Copperstone open pit gold resource during the 1980's, and another mining company is presently assessing the feasibility of mining the underground gold resource at Copperstone. Unlike the upper plate Copperstone deposit, gold mineralization at Clara is found in both the upper plate and in the lower plate, as well as in the fault contact area itself. The gold is frequently found in breccias zones with quartz and copper mineralization, which at the surface is frequently in the form of blue – green chrysocolla or green malachite. Also associated with the gold are iron oxides (including hematite), which makes magnetic anomalies potential exploration targets.

Mineralization at the Clara Gold Mines

There are dozens of mine shafts, adits, open pits and other mine workings at the Clara Gold Project. The area was historically developed by the Clara Consolidated Gold & Copper Mining Co. in the early 1900's, and is comprised of two groups of mining claims, called the Clara Mine in the northeast portion of the property and the Moreau Mine in the southwest portion of the property. The property is comprised of 12 unpatented lode claims at the Clara Gold Mine, 6 unpatented lode mining claims at the Moreau Gold Mine, and 6 unpatented mining claims covering mineralized ground between the two mines, making the property a contiguous group of 24 unpatented lode mining claims (480 acres).

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Clara Gold Mine

In the area of the open cut at the southwest end of the Clara Gold Mine (McClelland Lode Claim) there is mineralization along the Buckskin / Rawhide detachment fault. Brecciated volcanic rocks above a 1 to 2 meter thick gouge zone contain chalcopyrite, bornite and relict pyrite cubes. Chrysocolla, malachite and selenite are present in fractures. Rocks below the fault are shattered, silicified mylonitic gneisses with fractures containing drusy quartz (1-2 mm crystals), chrysocolla, and specular hematite. Irregular veins of chrysocolla and quartz-hematite-chrysocolla, up to 1 cm thick, cross cut brecciated lower plate rocks. Drusy quartz fills fractures in and along the actual fault zone, and apparently post-dates fault movement. Hematite below the fault in breccias-gouge is late to post-fracturing.

Further to the northeast in the vicinity of the shaft at the northern end of the Klapetsky claim, there is continued mineralization along the Buckskin / Rawhide detachment fault. Shattered chloritic breccias below the fault contain malachite – chrysocolla-hematite-drusy quartz in fractures. Late-stage selenite fills fractures in the upper plate.

At the northeast corner of the Clara Gold Mine in the vicinity of the historic mining camp (Josephine, Wilson and Hazel Lode Claims), many of the shafts, adits and open pit workings are located along and just above the Buckskin / Rawhide detachment fault. Highly fractured upper plate rocks contain chrysocolla (copper oxide) on fracture surfaces. Zones up to 50 cm thick contain quartz, calcite, hematite and manganese oxides. Hematite (iron oxide) staining is pervasive. Mineralized zones typically follow northeast – striking, southeast – dipping shears. The host is silicified and shattered Tertiary sandstone and possibly Tertiary volcanic or hypabyssal rocks.

Moreau Gold Mine

On the northwest flank of Moreau Hill, chrysocolla-malachite-quartz-calcite-botryoidal hematite-silicified hematite is found above and adjacent to the Buckskin / Rawhide detachment fault along gently dipping fractures in Tertiary volcanic breccias. On the southwest flank of Moreau Hill, there are underground workings in crushed rocks along the buckskin / Rawhide detachment fault. Fractures in upper plate silicic Tertiary volcanic or hypabyssal rocks contain hematite, chrysocolla and malachite.

East of Moreau Hill, there is brecciated conglomerate with silica-hematite matrix located above and next to the Buckskin / Rawhide detachment fault. Gently dipping fractures contain much limonite stain and red to black hematite. Sparse gypsum is also present. Further east of Moreau Hill, in the area between the Moreau and Clara Gold Mines, there are adits in crushed rocks along the Buckskin / Rawhide detachment fault. Chrysocolla – malachite-hematite-barite are present in fractures in the fault zone. Another adit 60 meters to the northwest is along an upper plate shear zone containing chrysocolla-malachite-quartz-hematite with quartz occurring primarily as fine-grained coliform overgrowths on other minerals.

2. Burnt Well Gold Project Property Description:

The Burnt Well Gold property is comprised of 9 unpatented lode mining claims (approximately 160 acres) in the Harcuvar Mining District, about 20 miles from the town of Wenden, in La Paz County, Arizona. It is near the northern flank of the eastern Harcuvar Mountains in the eastern portion of Butler Valley. Access is by taking Alamo Road, a paved road, 20 miles north from Wenden, then proceeding east for 6 miles over an unpaved road to the property. The land is administered by the US Bureau of Land Management (BLM). Burnt Well is a former Cordex Exploration Co. ("Cordex") project which includes the historic Silver Lining Mine. There are several shafts, pits and dumps on the property, which explored complex structural zones in the Tertiary hanging wall rocks, just above a regional detachment fault known as the "Bullard Detachment Fault."

The Tertiary rocks are andesite flows, well-bedded siltstones and conglomerates. In the vicinity of the Silver Lining Mine, the upper plate is intensely altered and shattered. The principal outcrop at the Silver Lining Mine is approximately 40 to 80 meters from the detachment fault. The sedimentary rocks on the mine dump contain hematite, chrysocolla, calcite and sparse manganese oxides. Gold, silver and copper mineralization is found in the altered sedimentary rocks. The lower plate rocks, below the Bullard Detachment Fault, do not appear to be mineralized, and include a variety of metamorphic rocks including Precambrian mylonitic gneiss.

Cordex sampling of gold mineralization along structures at the main Burnt Well shaft and adit reportedly yielded gold values up to 34 g / t (1.0 ounce per ton). Also of interest are disseminated gold values ranging from 0.34 to 1.03 g/t (0.01 to 0.03 ounce per ton) in silicified Tertiary siltstones, over widths of 20 feet or more. The Tertiary rocks in the project area are mostly covered by thin pediment gravels. However, two shallow shafts (the "Southwest Shafts") about 1.6 kilometers (1.0 mile) southwest from the Silver Lining Mine, yielded a sample of 3.4 g / t (0.01 ounce per ton) of gold from Tertiary andesite.

Exploration plans include follow-up on magnetic anomalies found by a Cordex surface magnetic survey, as well as additional sampling and geophysical work designed to outline targets for drilling.

Burnt Well Mining District Geology

The upper plate of the Bullard detachment fault contains a conglomerate unit with cobbles and pebbles up to 30 cm diameter of mylonitic gneiss, chloritic breccias, foliated and unfoliated granitic rocks, Tertiary intermediate volcanic, Paleozoic quartzite and limestone, reworked Tertiary sandstone and conglomerate. Clast composition varies from outcrop to outcrop. Mylonitic gneiss and chloritic breccias form 0 to 10% of the clasts. Paleozoic quartzite and limestone form 0 to 10% of the clasts. The stratigraphic sequence of the Miocene sedimentary and volcanic units is not yet known, except that the conglomerate unit overlies the sandstone unit at one location near the Silver Lining Mine.

Near the southwest corner of the claim block, a moderate to steep, northeast – trending fault is marked by a gouge zone with steeply dipping shears Tertiary volcanic rocks are present in the crush zone of this fault. The outcrop here is on strike with linear color contrast to the northeast, clearly visible on air photos that is parallel to the Harcuvar Mountain range margin and is inferred to be a high-angle fault based on this exposure.

Silver Lining Mine Mineralization

The main shaft and adit are in the upper plate, in tan and maroon Tertiary siltstone, within the conglomerate unit, located approximately 40 to 80 meters from the Bullard detachment fault. Tertiary sedimentary rocks in the mine dump contain hematite, chrysocolla, calcite and sparse manganese oxides.

Mineralization at the Southwest Shafts

The Southwest Shafts are sunk in the upper plate of the Bullard detachment fault in Tertiary conglomerate. There is sparse chrysocolla and hematite stain on mine-dump rocks. Approximately half a mile further southwest, near the southwest corner of the claim block, there is a prospect on a quartz-barite vein in locally calcareous Miocene sandstone.

3. Ester Basin Gold Project Property Description:

The Ester Basin gold property is located on approximately 100 acres of mining claims (five unpatented lode mining claims) in the Owens Mining District in southern Mohave County, Arizona. There are five unpatented lode mining claims on land administered by the Bureau of Land Management ("BLM"). "). Access is obtained over Alamo Lake Road, an all-weather unpaved road that runs south from I-40 starting at Yucca, Arizona.

Ester Basin Gold is in the Upper plate of the Buckskin – Rawhide Detachment Fault. Gold mineralization is found in silicified quartz breccia zones throughout the property, in a country rock of Precambrian gneiss. There are numerous shafts, glory holes and other historic mine workings along a 1+ mile ESE trend.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Regional Geology

The regional geological setting is a major east / west detachment fault (called the "Buckskin / Rawhide Detachment Fault"). Striking northwesterly from this detachment fault for approximately 15 miles is a high angle fault (called the "Sandtrap Wash Fault"), which may have localized mineralization associated with the major detachment fault. Mineralization is found in quartz veins and breccia zones hosted by the upper plate in close proximity to the Sandtrap Wash Fault. In most cases the upper plate country rock is Precambrian granite or gneiss. In addition, the lower plate of the detachment fault, which is located to the south of the detachment fault, hosts similar mineralization as the upper plate, which strongly suggests that there is a stacked system of detachment faults, such that the lower plate of the Buckskin Rawhide detachment fault is in turn the upper plate of another detachment fault lying further to the south.

Detachment fault deposits were first recognized as a separate form of gold deposit in the 1980's. The best example of an Arizona detachment gold deposit is probably the "Copperstone" Gold deposit, which like "Ester Basin" is in the highly extended Western Arizona terrane, as well as in the "Walker Lane" gold trend. Cyprus Gold mined the approximately 500,000 ounce "Copperstone" open pit gold resource during the 1980's, and another mining company is presently assessing the feasibility of mining the remaining underground gold resource at "Copperstone". The gold is frequently found with quartz and copper mineralization, which at the surface is often in the form of blue – green chrysocolla or green malachite. Also associated with the gold are iron oxides (including hematite), which makes magnetic anomalies potential exploration targets.

Ester Basin Mineralization

At the Northwest Shaft there is barite-calcite-chrysocolla-malachite-manganese oxides-hematite mineralization and minor quartz in fractures in Precambrian granite. The fractures trend N 13 degrees E and dip 40 degrees E. Feldspars in host granite are altered to an amorphous gray clay mineral. A few hundred feet to the SW, there are manganese oxides – calcite-chrysocolla-hematite-specular hematite in another shear zone trending N 10 degrees E and dipping 20 degrees SE. Again, the host rock is Precambrian granite. About 2,000 feet south from the Northwest Shaft, there is quartz-calcite with subordinate hematite, copper oxides, manganese oxides, fluorite, and barite within a shear zone trending N 30 degrees E and dipping 55 degrees SE. The host rock is Precambrian granite in which feldspars have been altered to white clay. Hematite coats abundant fractures in granite. Nearby small quartz-calcite veins trend N 20 degrees W. Mafic minerals are also altered to oxides. A few hundred feet to the Southwest, there is quartz-calcite-chalcedonic quartz, with minor barite, in a fracture zone trending due north, dipping 50 degrees E. The host rock is locally silicified middle Tertiary basal arkose.

At the Central Shaft, which is about 2,000 feet southeast from the Northwest Shaft, there is mineralization in the absence of apparent shearing, including calcite-barite-quartz with minor copper oxides. The calcite is white and coarsely crystalline. Vugs are lined with fine-grained quartz that is coated with limonite. A fine grained dioritic dike trending N 80 degrees W and dipping 55 degrees S has been mined.

The Southeast Shaft is about 3,000 feet southeast of the Central Shaft. Mineralization includes fluorite-hematite-chrysocolla-malachite-quartz-relict pyrite (now iron oxides) in a one meter wide shear zone trending N 70 degrees W and dipping 55 degrees NE. The host rock is Precambrian granite in which feldspars have been altered to sericite and clay minerals. Hematite, copper oxides and relict sulfides are present.

Grab samples taken from these areas of mineralization had the following values:

Sample 01-07-15-002: gold 0.185 oz /T; silver 0.60 oz /T; copper 1.640%
Sample 01-07-15-003: gold 0.126 oz/T; silver 1.10 oz/T; copper 0.939%
Sample 01-07-15-004: gold 0.412 oz/T; silver 0.60 oz/T; copper 1.940%
Sample 01-07-15-005: gold 0.024 oz/T; silver 0.15 oz/T; copper 1.230%
Sample 01-07-22-001: gold 0.013 oz/T; silver0.15 oz/T; copper 1.760%
Sample 01-07-22-002: gold <0.001 oz/T; silver 0.15 oz/T; copper 0.015%
Sample 021-02/19/2008: gold 0.292 oz/T; silver <0.05 oz/T; copper 0.696%

Previous Exploration Work

The Ester Basin gold deposit was previously included in a Phelps Dodge gold project during the 1980's. Phelps Dodge did geochemistry and magnetic surveys, as well as preliminary drilling. Certain of the materials from the Phelps Dodge project are in the public domain and should prove useful in planning further exploration at Ester Basin. Based on these materials, it has been concluded that the Ester Basin Project claim block includes certain Phelps Dodge drill targets for the next drill campaign that was cancelled. The Company intends to pick up where Phelps Dodge left off and, following some preliminary geological work, resume drilling the property.

SILVER PROPERTIES:

1. Kit Carson Silver

The Kit Carson Silver Project is presently comprised of approximately 411 acres, located 2 miles southwest of Humboldt, and about 10 miles southeast of Prescott, in Yavapai County, Arizona. It is accessed from Arizona Highway 69 by Iron King Road, an unpaved all weather road running southwest from Humboldt, Arizona to the property.

The silver project includes 24 unpatented lode mining claims totaling approximately 400 acres and a 50% undivided interest in the mineral rights to the Lady Alde patented lode mining claim (approximately 11 acres). The unpatented mining claims are located on land administered by the US Bureau of Land Management (BLM).

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Project is in the Big Bug Mining District, and three of the Company's mines at this property have been mined in the past for precious and base metals: Lookout, Kit Carson and Lady Alde. The Company's property currently includes approximately 3,000 feet on the Silver Belt - McCabe Vein System, 6,000 feet on the Kit Carson Vein System and 3,000 feet on the Lady Alde Vein System.
The Lookout Silver Mine was operated as recently as 1979, but has only been worked to a depth of 200 feet. The Company intends to begin exploration by surface geochemical sampling along the three above-referenced vein systems. Any anomalies encountered would be evaluated as potential drill targets.

The Kit Carson Silver Project is located between two major past producing mines. Adjoining the northeast end of the project area is the Iron King Mine, which produced gold, silver, lead and zinc for a Phelps Dodge predecessor until the late 1960's. Adjoining the opposite (southwest) end of the Kit Carson Silver Project is the Gladstone – McCabe Gold Mine, which was last operated by Magma (later BHP) in the 1980's. A major part of the Company's rationale for acquiring Kit Carson Silver was the prospect that the rich gold and silver deposits at Iron King and Gladstone- McCabe continued onto the Company's property, which was only mined to shallow depths.

Regional Geology

The Kit Carson Silver Project is located in the Northern Bradshaw Mountains of Yavapai County, Arizona. There are pre-Cambrian stratified rocks, largely assigned to the Big Bug Group of the Yavapai Series that total approximately 20,000 feet in thickness. These rocks consist of volcanic, volcaniclastic, and some sedimentary rocks that have been metamorphosed to the green schist facies. Higher grade metamorphic rocks are present adjacent to the younger plutonic rocks.

The Big Bug Group is divided into three formations: (1) the Green Gulch Volcanics, which are west of the Kit Carson Silver Project area and consist of a basal dark-gray slate overlain by pillow and amygdaloidal mafic flows that contain intertounging rhyolitic rocks and mixed rhyolitic and mafic tuffaceous beds; (2) the Spud Mountain Volcanics (which underlay most of the Kit Carson Silver Project area) which constitutes the middle formation, is divided into a lower unit and an upper unit. The lower unit is dominated by bedded andesitic – rhyolitic breccia's with coarse – graded bedding suggesting subaqueous pyroclastic flows. The upper unit is dominated by bedded andesitic and rhyolitic tuffaceous sediments that intertongue with the lower part of the overlying Iron King Volcanics, the youngest formation; and (3) the Iron King Volcanics, which are east of the Kit Carson Silver Project area and are a thick sequence of pillow and amygdaloidal mafic flows containing interbeds of sedimentary rock, including ferruginous cherts and small amounts of rhyolitic flows and tuffs.

Intruded into the Big Bug Group Precambrian rocks are masses of Tertiary granodiorite, which outcrop immediately west of the Gladstone - McCabe Gold Mine, just to the west of the Kit Carson Silver Project area. Also outcropping to the west of the Lady Alde Silver Mine is gabbro of Precambrian age, which may represent sills of mafic magma injected during the accumulation of the thick sequences of mafic volcanics.

Iron King Mine

The Iron King Mine is adjacent to the northeast portion of the Kit Carson Silver Project. The Iron King deposit is in andesitic tuffaceous rocks of the upper unit of the Spud Mountain Volcanics. Iron King produced, during the period from 1907 until 1964, a total of 616,493 ounces of gold, 18,494,491 ounces of silver, 125,375 tons of lead, 367,569 tons of zinc and 9,551 tons of copper. This would amount to $2.6 Billion of production at January 2011 commodity price levels. It was operated by Shattuck Denn Corp. (a Phelps Dodge predecessor) from 1942 until 1968, the year in which the mine closed. The average grade of ore mined was 0.123 ounces of gold and 3.69 ounces of silver per ton, 2.50 percent lead, 7.34 percent zinc and 0.19 percent copper.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Iron King Ore deposit consists of 12 veins arranged en echelon, striking N 22 degrees E and dipping 71 degrees NW. In plain view, each vein extends farther to the north than the adjacent vein to the east; the north end of the veins plunges northward. The width of the veins ranges from 1 to 14 feet, and the lengths are hundreds of feet. The veins consist of fine-grained massive sulfide containing pyrite, arsenopyrite, sphalerite, galena, chalcopyrite and tennantite, held together by a gangue of ankerite, quartz, sericite and residual chlorite. The north ends of the veins are almost exclusively quartz. All of the veins are zoned and all in a similar manner. The north end of each one consists of massive quartz having sparse pyritic disseminations and ramifying veinlets.

The quartz is commonly fine-grained, compact, gray to greenish in color, and almost chalcedonic in appearance. Locally, white bull quartz is associated as irregular patches or as vein like masses cutting the finer-grained type. The quartz has a sharp contact with the massive sulphide. This contact trends obliquely across the vein in a northerly direction and is more nearly vertical than the vein in cross section. In places the quartz contains sufficient gold and silver to be ore, and it may have a slight concentration of more granular galena near the contact with massive sulphides.

South of the quartz the veins are massive sulphide in which sphalerite and galena are the dominant ore minerals. The highest content of sphalerite plus galena commonly occurs some distance south of the quartz zone. Closely spaced assays show that in each of several veins the zone of higher lead and zinc content begins as a narrow stringer on the footwall of the vein and gradually migrates northward to the hanging wall, duplicating the pattern of the transition to the quartz masses at the north ends of the veins. In general, from the quartz southward the content of galena and sphalerite increases gradually to a maximum and then decreases gradually farther toward the south. There is a complimentary increase in pyrite content toward the south as the lead and zinc content decreases. The pyrite at the south end of the veins is more granular and commonly has a characteristic cubic form.

Farther south, the massive sulphide character of the veins grades into zones of quartz-pyrite stringers separated by thin schist partings containing granular, disseminated pyrite.

There are no major changes of the veins in depth. The zoning is similar in each vein on all levels, and the mineralogical and structural character of the veins is about the same on the upper and lower levels. However, the lead - zinc content of several of the more easterly veins diminishes on the 700 and 800 levels, but may increase with greater depth as in several of the other veins.

Workings included 2 shafts 750 feet apart at 435 feet and 225 feet deep, respectively; later, 7 shafts. Shafts 6 and 7 were hoisting shafts. The earlier shafts were used for ventilation (Nos. 1 & 5), emergency exits (No. 2) or were caved (Nos. 3 & 4). The No. 6 shaft is a two-compartment shaft which extends below the 1200 level and was the primary working shaft. There were eleven levels, extending to about 1,140 feet below the collar of the shaft. The overall mining operation was some 2,600 feet deep vertically.

The Iron King Mine and the nearby Humboldt Smelter are currently included in a Superfund environmental cleanup site. None of the Company's Kit Carson Silver Project area is included in the Superfund Site.

Mineral Deposits of Late Cretaceous or Early Tertiary Age

The mineral deposits of Late Cretaceous or early Tertiary age are largely gold – silver veins that are clustered about the granodiorite stocks of the same age that are exposed west of the Kit Carson Silver Project area. These are typical fissure veins, straight and narrow with well – defined walls. Quartz is the dominant gangue mineral, and it shows drusy and comb structures. Ankerite occurs in many veins, and barite is common where silver is the important precious metal; they include arsenopyrite, pyrite, sphalerite, galena, chalcopyrite, tetrahedrite and ruby silver.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

The Mines of the Silver Belt – McCabe Vein

The Silver Belt – McCabe Vein runs for over two miles from immediately west of the Iron King Mine southwest to the Gladstone-McCabe Mine. In fact, The Silver Belt-McCabe vein has been traced as a continuous zone for about 14,000 feet (4.2 km) from a point about 1,500 feet WNW of the Iron King Mine southwestward. The strike ranges from N.65ºE. In the southern sector to N.30ºE. In the northern sector; the dip ranges from 70ºNW. to 80ºSE; and the width ranges from 6 to 15 feet. The Kit Carson Silver Project includes approximately 3,000 feet of this vein system between the Iron King Mine and the Silver Belt Mine. An additional 3,000 feet on this vein between the Arizona National Mine and the Gladstone – McCabe Mine are also included in the Company's land package. The Company's total footage on this vein is approximately 6,000 feet.

The vein is almost entirely within the breccia facies of the Spud Mountain volcanics. Chlorite and probably some sericite, lying withe their basal sections essentially parallel to the strike of the vein, characterize the fissile, sheared zone comprising the vein; whereas the wall rocks, especially those on the hanging wall (west side), are foliated but not fissile, and are characterized by actinolitic hornblende

The Silver Belt - McCabe vein system has been described by several authors. Silver and lead characterized the Silver Belt deposit on the northeasterly portion of the vein. In the Arizona National Mine, next to the southwest from Silver Belt, the content of lead and silver was lower than that in the Silver Belt, and the ore contained zinc and iron, chiefly as sphalerite and pyrite. In the Company's Lookout Mine, next to the southwest from Arizona National, the ore was complex and contained silver, gold, lead, zinc, iron and copper. The Gladstone – McCabe mine at the south end of the vein also contained complex sulfide ore; the content of iron, copper and gold was higher than in the Lookout Mine, but the content of silver and lead was lower.

Historic production from the Silver Belt mine is reported to have a value of $330,000 and, from the Arizona National, $300,000. This was during the era when the gold price was $20 per ounce, so at a 2011 gold market price of $1,400 per ounce, these production figures would be approximately $23,000,000 and $21,000,000, respectively.

The Gladstone – McCabe Mine produced gold, silver, copper, lead and zinc having a value of about $3,000,000 during this same historic period (or approximately $210,000,000 at 2011 commodities prices). The average grade was 1.5 ounces gold and 10 ounces silver per ton, 2 percent copper, 2.1 percent lead and 4.7 percent zinc.

The age of formation of the Silver Belt – McCabe vein has not been definitely determined. It is generally considered to be Late Cretaceous or Early Tertiary based on radiometric dating of the granodiorite stock to the west of the project area.

Gladstone - McCabe Mine

The Gladstone – McCabe Mine adjoins the Kit Carson Silver Project to the southwest. It was discovered in 1866 and mining started in the early 1870's. The mine was reopened in 1898 and operated by the Ideal Leasing Co. until closed in 1913. The mine was reopened and ultimately closed in 1922. Thereafter the mine was reopened and un-watered in early 1934 by H. Fields & Associates and closed again in 1937. The most recent mining was by Stan West and Magma (now BHP) in 1988-1989.

Mineralization is a vein deposit with a tabular ore body hosted in the Spud Mountain Volcanics. The vein is in amphibolitic schist intruded by dikes of rhyolite porphyry and a distance farther SW, by a stock of quartz diorite. The vein averages 3½ feet wide with 5 ore shoots, each 200 to 500 feet long. Ore control was faulting and shearing. Ore concentration was oxidation and enrichment at near surface. No alteration was noted.

The vein is a series of lenses which are characterized by band and ribbon structure, the metallic contents being largely confined to the center of the vein. Open vugs lined with large crystals of quartz and arsenopyrite are common. Arsenopyrite with pyrite and chalcopyrite carry the values, which are largely gold with some silver. Galena is sparingly present.

Between the 2 shafts, a 20 foot wide dike of rhyolite porphyry intersects the schist with a northerly strike. The vein strikes N.54ºE. & dips 79ºSE. The ore contains quartz that is distinctly banded with sulfides in the center. Area structures include veins parallel to foliation in Precambrian rocks for the most part, which trends N25E.

Workings include the McCabe shaft (900 feet deep) and the Gladstone shaft (1,100 feet deep), 800 feet apart, plus several miles of workings.

The Kit Carson Silver Mine and Vein

The Company's Kit Carson Silver Mine is a silver – gold – copper - lead mine on the Kit Carson vein, which is located about 1,500 feet west of the Silver Belt-McCabe vein. The mineral deposit was discovered in 1897 and was mined from 1907 until 1926.

The Kit Carson vein strikes parallel to the Silver Belt-McCabe vein, but has an opposite dip to the east and is hosted in the Lower Unit of the Spud Mountain Volcanics. The Kit Carson vein was traced on the surface for about 4,000 feet, but is somewhat longer, for its northern extent is overlain by the gravel of the Hickey formation in Lonesome Valley. The vein has not been adequately explored. It appears to resemble the Silver Belt-McCabe vein in structure, alteration, and character of the mineralized zone.

The vein consists of a sheared zone as much as 5 feet wide, characterized by fissile, sericitic rock in which local stringers of comb quartz and box work, possibly after ankerite, were observed. Mineralization is a 2 to 4 foot wide vein with well-defined wall rock. Ore control was faulting and shearing. Ore concentration was oxidation at near surface. Alteration was minor silicification. The Kit Carson vein is west of the Silver Belt-McCabe vein and dips N.30ºE. And dips steeply SE. Area structures include veins that parallel regional foliation, which trends N30E.

Workings include 8 shafts and prospect pits.

The Lady Alde Vein

Commencing on the patented Lady Alde lode mining claim and running to the northeast, roughly parallel to the Kit Carson Vein System is the Lady Alde mineralized area, which includes several mine shafts and prospect pits in the vicinity of the contact between northeast striking masses of Precambrian gabbro and the lower unit of the Spud Mountain Volcanics.

2. "Silverfield" Silver Properties.

The Silverfield Project is comprised of 80 acres of mining claims (4 unpatented lode claims) in the Owens Mining District in southern Mohave County, Arizona, immediately north of the Bill Williams River. The mine produced silver in both the 1940's and the 1960's, primarily from workings at Big Hill and North Star Hill, where an unmined silver resource has been reported to remain. There are shafts, adits and open cuts on the property.

There is also gold potential. Anschutz Mining did a preliminary drill campaign in the 1980's, following up on high grade surface exposures of over 1 ounce per ton gold. The Company has acquired the Anschutz drill logs and assay reports, which include encouraging intervals.

The regional geological setting includes a number of detachment faults which are associated with mineralization in both the upper and lower plates. At Silverfield, there is replacement silver and copper mineralization of upper plate quartzite and silicified limestone. In addition, there is hot springs type precious metal mineralization associated with sinter. There is widespread alteration including associated barite deposits. Sampling by the State of Arizona also reportedly found a vanadium occurrence on the property.

Initial exploration by the Company will focus on the reported silver resource, as well as compilation of the results from past exploration by Anschutz Mining.

3. "Potts Mountain" Silver Properties

The Potts Mountain property consists of 40 acres of mining claims (two unpatented lode mining claims) in the Owens Mining District in southern Mohave County, Arizona. It is immediately north of the Company's Ester Basin Gold property.

Potts Mountain has been described as a diatreme that was intruded into Precambrian gneiss of the upper plate of the Buckskin – Rawhide Detachment Fault. The mountain is ringed with mineral occurrences. Additionally, reconnaissance has revealed what appears to be a rhyolitic dome in the southern foothills of Potts Mountain, as well as possible barite mineralization.

The Potts Mountain Project includes the Lead Pill Silver Mine, which produced silver and lead, as well as the Red Top Gold Mine, which was an historic producer of gold and copper.

Lead Pill Silver Mine

Mineralization at the Lead Pill Silver Mine and nearby adits includes blue-green and purple, 0.5 – 2 cm, subhedral to euhedral fluorite with subordinate manganese oxides filling fractures and open spaces. Hematite staining and sparse calcite are the youngest minerals, with minor copper oxides. The host rock is moderately to highly fractures, Precambrian, medium – grained biotite granite with sparse 3 – 4 cm potassium-feldspar megacrysts. Chloritic alteration of granite is moderate to strong.

Red Top Gold Mine

At the Red Top Mine, there are quartz-fluorite-manganese oxides-copper oxides-barite along shear zones in a silicic, quartz-bearing, hypabyssal intrusive or a thick ash-flow tuff of middle to upper Tertiary age. In order of decreasing abundance, manganese, fluorine, copper and barium characterize the mineralization. A major mineralized shear zone at the Red Top Mine trends N 60 degrees W and dips 5 degrees NE. Quartz-barite-calcite veins and open space fillings are present in brecciated silicic volcanic or hypabyssal rocks within 200 meters of the Red Top Mine.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

PERMITS REQUIRED BY THE COMPANY IN RESPECT OF ITS PLANNED EXPLORATION WORK

Permitting requirements for exploration for the Company's properties is predominantly within the purview of the United States Bureau of Land Management (BLM). No permits are generally required for non-invasive work such as geochemical and geophysical sampling. Drill permits may take as little as two weeks to obtain, or as much as 2 (Two) months, depending on the workload of the responsible BLM officials. Bonding required for drilling is required based on the degree of disturbance necessary to do the drilling. Thus, the Company attempts to minimize the amount of new drill roads needed for its drilling programs. Exploration on Arizona State Land Department (ASLD) land requires slightly more permitting. For example, an archaeological survey may be required prior to drilling on State land. And a plan of operations may need to be updated to give details of a proposed geophysical program. The Company presently has no projects located within United States National Forests, which have the reputation of taking more time to issue approvals. The Company is normally represented by its project geologist in the permitting process for drilling.

Actually putting a mine in production requires numerous permits, some of which (such as the BLM plan of operations) are major undertakings and may require an environmental impact statement (EIS). This would not be the Company's problem and would be undertaken by any Joint Venture Partner as detailed earlier.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

COMPANY POLICIES ON MINING REPORTS, MINING PROJECT VALUATIONS AND RESOURCE ACCOUNTING POLICIES:

The Company's Management (with advice from USA Securities Attorneys) has established the following guidelines for the Company's disclosure of information in respect of its Mining Properties:

- The much vaunted "43-101" Report is an accepted Canadian Mining Reporting Standard now virtually exclusive to Canadian quoted Mining Company's, it is not acceptable in the USA, Europe and in many other countries. The Company's Management would prefer to use other and more conservative reporting in its publication of Mining Reports. The dissemination a "43-101" report in the USA will result in the immediate suspension of that security from trading; by the SEC.

- The Company's Management will not publish its "Indicative" and "Inferred" Resources on any of its portfolio properties at any time. This "Resource Category" and valuation practice is forbidden in the USA and is enforced by the SEC.

  The Company's Management will only publish valuations on any of its Mining Properties at such time as appropriate and internationally acceptable valuation standards are applicable to any of its portfolio of Mining Properties and then, only if prepared and signed by a Competent Person, being a Licensed Geologist with a Natural Sciences Degree whom is qualified and indeed licensed to write such reports by the various Governing Regulatory Bodies in various jurisdictions in which your Company operates at this time or in the future.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Transfer Of Titles

GNCC Capital, Inc. ("The Company") on all and/or any of its Mining Exploration Properties may obtain the Title to the Property which shall be transferred to the Company only upon completion of each and every one of the following conditions:

(a) the completion of a "positive" feasibility study for the Property,

(b) the making of an affirmative production decision for the Property by Company's and any parent corporation's Boards of Directors and

(c) presentation to Claimholder of evidence satisfactory to Claimholder that Company has obtained the financing necessary to develop and operate the Property. Unless there is an uncured default by the Company that is continuing, Claimholder shall deliver to Company, within 5 (five) business days of the notice of satisfaction of the conditions set forth in the previous sentence, a special warranty deed in form satisfactory to Company transferring title to a 100% (One hundred percent) interest in the Property, and reserving to Claimholder the net profits interest ("NPI") in production from the Property and the net smelter returns royalty ("NSR"). Company shall promptly record said deed with the County Recorder and with the Arizona State Office of the Bureau of Land Management.

Following transfer of title to the Property, Company shall pay to Claimholder (i) the Claimholder's Net Profits Interest ("NPI") and (ii) the Claimholder's Net Smelter Return ("NSR") royalties. Company's obligation to make payments shall cease to accrue on the first to occur of (i) completion by Company of mining operations, residual leaching and reclamation in the Project Area or (ii) other decision of Company to terminate operations in the Project Area and, if Claimholder so desires, to re-convey the property to Claimholder once reclamation and other environmental obligations have been satisfied, although this provision shall not relieve Company from its obligation to make payments that accrued prior to such occurrence.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Glossary of Mining Terms:

Adit – A horizontal passage from the surface into a mine. It is commonly called a tunnel, though in strict usage a tunnel is open at both ends.

Alteration – Changes in the chemical or mineralogical composition of a rock, generally produced by weathering or hydrothermal solutions.

Andesite – A dark-colored, fine-grained extrusive rock.

Anomaly - A geological feature, especially in the subsurface, distinguished by geological, geochemical or geophysical means, which is different from the general surroundings and is often of potential economic value, e.g. a magnetic anomaly.

Calcite – A common rock-forming mineral, CaCO3 (calcium carbonate). Commonly white or gray, calcite is the chief constituent of limestone and most marble.

Chrysacolla – An oxidized copper mineral, it usually occurs as green to blue-green incrustations and thin seams in the oxidized zones of copper-sulfide deposits.

Clastic – Pertaining to rock or sediment composed principally of fragments derived from pre-existing rocks or minerals and transported some distance from their place of origin.

Conglomerate – A course-grained clastic sedimentary rock, composed of rounded to subangular fragments larger than 2mm in diameter (granules, pebbles, cobbles, boulders) set in a fine-grained matrix of sand or silt, and commonly cemented by calcium carbonate, iron oxide, silica or hardened clay; the consolidated equivalent of gravel.

Detachment fault – A near – horizontal fault of great displacement, frequently over 10 miles, caused by regional extension of the affected terranes. Heat generated by the process of detachment faulting may result in hydrothermal alteration of the upper plate, the lower plate, or both, and the consequent deposition of minerals such as gold, silver, copper, lead, zinc or manganese.

Dump – An area adjacent to a shaft, adit or other mine working where mined material has been stored or dumped.

Extrusive – Said of igneous rock that has been erupted onto the surface of the earth. Extrusive rocks include lava flows and pyroclastic material such as volcanic ash.

Fault – A fracture or fracture zone along which there has been displacement of the sides relative to one another.

Foliated – A rock that has been subject to foliation, which is a planar arrangement of textural or structural features in any type of rock, especially the planar structure that results from flattening of the constituent grains of a metamorphic rock.

Geochemical exploration – The search for economic mineral deposits by detection of abnormal concentrations in surficial materials or organisms, usually by techniques that may be applied in the field.

Geophysical exploration – The use of geophysical techniques – electric, gravity, magnetic, seismic or thermal – in a search for economically valuable mineral deposits.

Gneiss – A foliated rock formed by regional metamorphism, often of granitic rocks, in which bands of granular materials alternate with bands of minerals with flaky or prismatic habit.

Gravel – An unconsolidated natural accumulation of rounded rock fragments, mostly of particles larger than sand.

Hanging wall – The overlying side of an ore body, fault, or mine workings; especially the wall rock above an inclined vein or fault.

Hematite – A common iron mineral, it is the principal ore of iron.

Hydrothermal alteration – Alteration of rocks and minerals by the reaction of hot water or steam with pre-existing solid rock.

Igneous – Said of a rock or mineral that solidified from molten or partly molten material such as magma.

Magnetic survey – A technique of applied geophysics: a survey is made with a magnetometer, on the ground or in the air, which yields local variations, or anomalies, in magnetic-field intensity. These anomalies are interpreted as to depth, size, shape, and magnetization of geologic features causing them.

Metamorphic rock – Any rock derived from pre-existing rocks by mineralogical, chemical, and / or structural changes, essentially in the solid state, in response to marked changes in temperature, pressure, shearing stress, and chemical environment, generally at depth in the earth's crust.

Mining District – A geographic area in which a number of mines are located. During the early days of the American West before effective local governments were established, the mining district enacted rules and enforced them.

Mylonitic – Descriptive of a rock that has been subject to mylonitization, which is deformation by extreme microbrecciation, due to mechanical forces applied in a definite direction, without noteworthy chemical reconstitution of granulated minerals.

Pediment – A broad gently sloping erosion surface or plain of low relief, typically developed by running water, in an arid or semi-arid region at the base of an abrupt and receding mountain front; it is underlain by bedrock that may be bare but is more often mantled with a thin discontinuous veneer of alluvium derived from the upland masses and in transit across the surface.

Precambrian – All geologic time, and its corresponding rocks, before the beginning of the Paleozoic age approximately 570 million years ago.

Regional metamorphism – A general term for metamorphism that extends continuously throughout an extensive region, as opposed to local metamorphism.

Sedimentary rock – A layered rock resulting from the deposition of sediment, usually formed under water, e.g. a clastic rock such as sandstone, a chemical rock such as rock salt, or an organic rock such as coal.

Shaft – A vertical or near – vertical mine working through which access is gained to levels of mine workings below the surface.

Silicified – A rock that has been affected by silicification, which is the introduction of, or replacement by, silica, especially in the form of fine-grained quartz, which mat fill pores and replace existing minerals.

Tertiary – The era of time beginning about 65 million years ago up to 2 million years before the present, and the corresponding system of rocks.

Unpatented mining claim – In the United States of America, a claim to mineral rights on Federal lands open to mineral entry, obtained by staking and recordation with the County Recorder and the United States Bureau of Land Management (BLM).

Business Plan Risks

The Company's business plan is prone to significant risks and uncertainties which could have an immediate impact on its efforts to generate a positive net cash flow and could deter the anticipated exploration and development of its mining interests. Historically, the Company has not generated sufficient cash flow to sustain operations and has had to rely on debt or equity financing to remain in business. Therefore, we cannot offer future expectations that any interests owned by the Company will be commercially developed or that its operations will be sufficient to generate the revenue required. Should we be unable to generate cash flow, the Company may be forced to seek additional debt or equity financing as alternatives to the cessation of operations. The success of such measures can in no way be assured. Inherently, in the exploration of mineral properties, there are substantial risks which the Company may not be able to mitigate and could result in a cessation of operations.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPLIANCE WITH ADDITIONAL OTC MARKETS DISCLOSURES

On January 3, 2013, the OTC Markets revised its disclosure requirements for issuers quoted with an OTC Markets "Pink Sheet Current" tier. These revisions increase current events disclosures for a laundry list of corporate events but reduce the obligations of issuers to provide legal opinion letters from securities lawyers.

The OTC Markets Group operates an electronic inter-dealer quotation system for broker-dealers to trade securities not listed on a national securities exchange such as NASDQ, NYSE or AMEX. The OTC Markets Group categorizes issuers into tiers depending upon the amount of disclosure provided.

The "OTC Pink Sheets Current" is available to issuers who do not file reports with the Securities and Exchange Commission ("SEC"), but voluntarily provide specific disclosures required by the OTC Markets. Issuers provide these disclosures to the public through the OTC Markets Website located at www.otcmarkets.com.

The OTC Markets established specific disclosure requirements for the Pink Sheet Current tier and requires that issuers use forms designated by the OTC Markets to provide much of the required disclosure.

As discussed below, the January 3, 2013 revisions modify the OTC Markets requirements pertaining to attorney opinion letters, as well as the reporting of material corporate events. The guidelines eliminate the requirement for issuers' securities lawyers to provide the OTC Markets attorney opinion letter for quarterly periods.

Despite what some securities lawyers are reporting, the OTC Markets revised requirements for the OTC Markets Pink Current tier do not decrease the level of disclosure that issuers must provide.

In fact, on January 3, 2013, the OTC Markets significantly increased its disclosure requirements for the OTC Markets Pink Sheet Current disclosure tier because of the absolute requirement that issuers report a laundry list of corporate events within four days of their occurrence. This requirement is similar to the requirements imposed on SEC reporting issuers to report material events on Form 8-K.

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPLIANCE WITH ADDITIONAL OTC MARKETS DISCLOSURES

OTC Pink Current Reporting

Issuers quoted with the OTC Markets Pink Current tier, that the issuer must file an annual disclosure statement, which include unaudited financial statements for the most recent two fiscal years and quarterly reports for the interim periods. The January 3, 2013 revised OTC Pink Sheet Current requirements are set forth below.

- Issuers quoted with an OTC Pink Current tier must give notice of material corporate changes within four days of the occurrence of the event, a significant change from the prior ten day period.
- Issuers providing financial statements audited by an accounting firm registered with the Public Company Accounting Oversight Board ("PCAOB") are not required to provide an attorney opinion letter.
- Issuers not providing audited financial statements must file an attorney opinion letter from its securities lawyer for its annual report.

The OTC Markets Pink Sheet "Laundry List"

Under OTC Markets Disclosure Guidelines, corporate events that must be reported include:

- Entry or termination of a material definitive agreement (this includes agreements involving convertible securities);
- Completion of acquisition or disposition of assets including, but not limited to transactions involving reverse mergers;
- Creation of a direct financial obligation or an obligation under an off-balance sheet arrangement of an issuer;
- Triggering events that accelerate or increase a direct financial obligation or an obligation under an off-balance sheet arrangement;
- Costs associated with exit or disposal activities;
- Material Impairments;
- Sales of equity securities;

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPLIANCE WITH ADDITIONAL OTC MARKETS DISCLOSURES

- Material modification to rights of security holders;
- Non-reliance on previously issued financial statements or a related audit report or completed interim review;
- Changes in control of issuer;
- Departure of directors or principal officers; election of directors or appointment of principal officers;
- Amendments to the issuer's articles of incorporation or bylaws;
- Changes in the issuer's fiscal year end;
- Amendments to the issuer's code of ethics, or waiver of a provision of the foregoing; and
- Other events the issuer considers to be of importance.

The Impact on OTC Markets Pink Sheet Current Issuers:

This elimination of the requirement that issuers provide an attorney opinion letter from its securities lawyer for each quarterly period will reduce compliance costs for issuers seeking the OTC Markets Pink Sheet Current tier.

The elimination of the obligation to provide an attorney opinion letter for issuers providing audited financial statements will likely have minimal impact for issuers seeking the OTC Pink Sheet Current tier. For a small number of issuers obtaining audits from PCAOB firms, this revision will have little impact on the investing public.

OTC Markets disclosures should not be taken lightly because both civil and criminal penalties may be imposed for violations of the securities law disclosure requirements. On its website, the OTC Markets cautions and reminds issuers and shareholders about the duties when providing information to the public. "Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 ("Exchange Act") as well as Rule 144 of the Securities Act of 1933 ("Securities Act"), and state Blue Sky laws, require issuers to provide adequate current information to the public markets… Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public."

GNCC CAPITAL, INC.
(An Exploration Stage Company)

COMPLIANCE WITH ADDITIONAL OTC MARKETS DISCLOSURES

Any issuer quoted on the OTC Markets should consult with qualified legal counsel concerning the disclosures required by federal and state securities laws and proceed with caution before engaging securities counsel who has been the subject of or associated with issuers subject to SEC enforcement proceedings.

MANAGEMENT CERTIFICATION
Pursuant to 18 U.S.C. 1350
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Ronald Yadin Lowenthal, certify that:

1. I have reviewed these unaudited Financial Statements for the three months ended December 31, 2012 for GNCC CAPITAL, INC.:

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Ronald Yadin Lowenthal

Ronald Yadin Lowenthal

EXECUTIVE CHAIRMAN

DATE: FEBRUARY 1, 2013

GNCC CAPITAL, INC.

EXHIBITS

Material agreements entered into up to and including February 1, 2013 that were not included in the Company's Initial Filing & Disclosure Statement dated December 13, 2011:

1. Agreement as to 2012 Work Commitments with Searchlight Exploration, LLC, Middle Verde Development Co., LLC and Anaconda Exploration, LLC dated June 30, 2012.
2. Addendum to Advisory Committee Appointment with Jack Reybold dated May 29, 2012.
3. Addendum to Advisory Committee Appointment with Ben B. Stein dated May 29, 2012.
4. Letter of Credit Agreement with Diamond Peak Resource Corporation dated June 30, 2012.
5. Service and Employment Agreement with Ronald Yadin Lowenthal dated April 30, 2012.

The Company has filed all material agreements as Exhibits in its Initial Filing & Disclosure Statement dated December 13, 2011.

The material agreements filed are as follows:

6. Service & Employment Agreement with R Y Lowenthal dated April 30, 2010.
7. Convertible Loan Note issued to Angel Vest, LLC dated May 2, 2010.
   Initial Acquisition Agreement in respect of the three Silver Mining Properties dated May 3, 2010.
8. Acquisition Agreement in respect of the "Ester Basin" Gold Mining Properties dated May 3, 2010.
9. Acquisition Agreement in respect of the "Clara" Gold Mining Properties dated September 2, 2010.
10. Acquisition Agreement in respect of the "Burnt Well" Gold Mining Properties dated September 29, 2010.
11. Acquisition Agreement in respect of additional claims at "Kit Carson" Silver Mining Properties dated December 2, 2010.
12. Service & Employment Agreement with N E Blom dated September 29, 2011.
13. Advisory Committee Appointment Agreement with Ben B. Stein dated November 11, 2011.
14. Advisory Committee Appointment Agreement with Jack Reybold dated November 11, 2011.
15. Stock Trading & Disposal Restriction Agreement with Highwave Management Corp. dated December 1, 2011.
16. Stock Trading & Disposal Restriction Agreement with Streetside Holdings AG dated December 1, 2011.
17. Stock Trading & Disposal Restriction Agreement with Insight Holdings, S.A. dated December 1, 2011.
18. Stock Trading & Disposal Restriction Agreement with Emerald International Corporation dated December 1, 2011.

GNCC CAPITAL, INC.
EXHIBITS (CONTINUED)

19. Stock Trading & Disposal Restriction Agreement with Saffron Ventures GmbH dated December 1, 2011.
20. Stock Trading & Disposal Restriction Agreement with Liberty Investment Services Ltd. dated December 1, 2011.
21. Stock Trading & Disposal Restriction Agreement with Macy Ocean Enterprises, Inc. dated December 1, 2011.
22. Stock Trading & Disposal Restriction Agreement with Neutral Bay Investments, S.A. dated December 1, 2011.
23. Stock Trading & Disposal Restriction Agreement with Diamond Peak Resource Corporation dated December 1, 2011.
24. Stock Trading & Disposal Restriction Agreement with Western Treasure Holdings Corp. dated December 1, 2011.
25. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Middle Verde Development Co., LLC dated December 1, 2011.
26. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Searchlight Exploration, LLC dated December 1, 2011.
27. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Stelan Real Estate Management, Inc. dated December 1, 2011.
28. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Castlewood Capital Group, S.A. dated December 1, 2011.
29. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Highwave Management Corp. dated December 1, 2011.
30. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Streetside Holdings AG dated December 1, 2011.
31. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Artco Capital Ltd. dated December 1, 2011.
32. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Insight Holdings, S.A. dated December 1, 2011.
33. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Emerald International Corporation dated December 1, 2011.
34. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Saffron Ventures GmbH dated December 1, 2011.

GNCC CAPITAL, INC.

EXHIBITS (CONTINUED)

35. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Liberty Investment Services Ltd. dated December 1, 2011.
36. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Macy Ocean Enterprises, Inc. dated December 1, 2011.
37. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Neutral Bay Investments, S.A. dated December 1, 2011.
38. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Diamond Peak Resource Corporation dated December 1, 2011.
39. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of Initial Three Silver Properties) with Western Treasure Holdings Corp. dated December 1, 2011.
40. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Searchlight Exploration, LLC dated December 1, 2011.
41. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Stelan Real Estate Management, Inc. dated December 1, 2011.
42. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Castlewood Capital Group, S.A. dated December 1, 2011.
43. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Highwave Management Corp. dated December 1, 2011.
44. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Streetside Holdings AG dated December 1, 2011.
45. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Artco Capital Ltd. dated December 1, 2011.
46. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Insight Holdings, S.A. dated December 1, 2011.
47. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Emerald International Corporation dated December 1, 2011.
48. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Saffron Ventures GmbH dated December 1, 2011.

GNCC CAPITAL, INC.

EXHIBITS (CONTINUED)

49. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Liberty Investment Services Ltd. dated December 1, 2011.
50. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Macy Ocean Enterprises, Inc. dated December 1, 2011.
51. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Neutral Bay Investments, S.A. dated December 1, 2011.
52. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Diamond Peak Resource Corporation dated December 1, 2011.
53. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Ester Basin" Gold Property) with Western Treasure Holdings Corp. dated December 1, 2011.
54. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Searchlight Exploration, LLC dated December 1, 2011.
55. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Anaconda Exploration, LLC dated December 1, 2011.
56. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Stelan Real Estate Management, Inc. dated December 1, 2011.
57. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Castlewood Capital Group, S.A. dated December 1, 2011.
58. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Highwave Management Corp. dated December 1, 2011.
59. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Streetside Holdings AG dated December 1, 2011.
60. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Artco Capital Ltd. dated December 1, 2011.
61. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Insight Holdings, S.A. dated December 1, 2011.
62. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Emerald International Corporation dated December 1, 2011.
63. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Saffron Ventures GmbH dated December 1, 2011.
64. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Liberty Investment Services Ltd. dated December 1, 2011.
65. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Macy Ocean Enterprises, Inc. dated December 1, 2011.

GNCC CAPITAL, INC.
EXHIBITS (CONTINUED)

66. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Neutral Bay Investments, S.A. dated December 1, 2011.
67. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Diamond Peak Resource Corporation dated December 1, 2011.
68. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Clara" Gold Property) with Western Treasure Holdings Corp. dated December 1, 2011.
69. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Searchlight Exploration, LLC dated December 1, 2011.
70. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Anaconda Exploration, LLC dated December 1, 2011.
71. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Stelan Real Estate Management, Inc. dated December 1, 2011.
72. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Castlewood Capital Group, S.A. dated December 1, 2011.
73. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Highwave Management Corp. dated December 1, 2011.
74. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Streetside Holdings AG dated December 1, 2011.
75. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Artco Capital Ltd. dated December 1, 2011.
76. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Insight Holdings, S.A. dated December 1, 2011.
77. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Emerald International Corporation dated December 1, 2011.
78. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Saffron Ventures GmbH dated December 1, 2011.
79. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Liberty Investment Services Ltd. dated December 1, 2011.
80. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Macy Ocean Enterprises, Inc. dated December 1, 2011.

GNCC CAPITAL, INC.

EXHIBITS (CONTINUED)

81. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Neutral Bay Investments, S.A. dated December 1, 2011.
82. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Diamond Peak Resource Corporation dated December 1, 2011.
83. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of "Burnt Well" Gold Property) with Western Treasure Holdings Corp. dated December 1, 2011.
84. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Searchlight Exploration, LLC dated December 1, 2011.
85. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Middle Verde Development Co., LLC dated December 1, 2011.
86. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Stelan Real Estate Management, Inc. dated December 1, 2011.
87. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Castlewood Capital Group, S.A. dated December 1, 2011.
88. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Highwave Management Corp. dated December 1, 2011.
89. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Streetside Holdings AG dated December 1, 2011.
90. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Artco Capital Ltd. dated December 1, 2011.
91. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Insight Holdings, S.A. dated December 1, 2011.
92. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Emerald International Corporation dated December 1, 2011.
93. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Saffron Ventures GmbH dated December 1, 2011.

GNCC CAPITAL, INC.

EXHIBITS (CONTINUED)

94. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Liberty Investment Services Ltd. dated December 1, 2011.
95. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Macy Ocean Enterprises, Inc. dated December 1, 2011.
96. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Neutral Bay Investments, S.A. dated December 1, 2011.
97. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Diamond Peak Resource Corporation dated December 1, 2011.
98. Amended and Extended Time Frame Convertible Loan Note Agreement (Acquisition of additional claims at the "Kit Carson" Silver Property) with Western Treasure Holdings Corp. dated December 1, 2011.