



# **GNCC CAPITAL, INC.**

**DISCLOSURE OF MATERIAL STOCKHOLDING**

**MAY 17, 2013**

**DATED:**

MAY 17, 2013

**STOCKHOLDER:**

RONALD YADIN LOWENTHAL

**CAPACITY:**

DIRECTOR

**AMOUNT OF SHARES OF COMMON STOCK HELD AS AT MAY 17, 2013:**

12,000,000 (RESTRICTED UNDER REGULATION 144)

**PERCENTAGE HELD OF OUTSTANDING SHARES OF COMMON STOCK:**

5.91%

**BACKGROUND / SALE AND RESTRICTION AGREEMENT:**

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 undertook 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 undertook 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.

**NOTE:**

Under the OTC Markets Disclosure Rules, any shares of GNCC Capital, Inc. Common Stock, acquired and/or disposed of, by Mr. Lowenthal, must be disclosed on a filing; and within 5 (five) days from any such acquisition and/or disposal.