



GNCC CAPITAL, INC.

DISCLOSURE OF MATERIAL STOCKHOLDING

MAY 17, 2013

DATED:

MAY 17, 2013

STOCKHOLDER:

NICOLAAS EDWARD (“TED”) BLOM

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 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 undertook 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 undertook 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.

NOTE:

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