



GNCC CAPITAL, INC.

DISCLOSURE OF MATERIAL STOCKHOLDING

**THIS FILING ONLY REFERS TO VOTING SHARES OF
COMMON STOCK**

ACQUISITION

REPORTING STOCKHOLDER:

STELAN REAL ESTATE MANAGEMENT, INC.

EFFECTIVE DATE: JANUARY 14, 2021

REPORTING DATE: FEBRUARY 27, 2019

STOCKHOLDER:

STELAN REAL ESTATE MANAGEMENT, INC.

CAPACITY:

NON AFFILIATE

NUMBER OF SHARES OF COMMON STOCK HELD AS AT JANUARY 14, 2021:

3,900,000,000

PERCENTAGE INTEREST IN OUTSTANDING SHARES OF COMMON STOCK AS AT JANUARY 14, 2021:

9.797%

NUMBER OF OUTSTANDING SHARES OF COMMON STOCK AS AT JANUARY 14, 2021:

39,806,920,766

VOTING RIGHTS OF SHARES OF COMMON STOCK:

FULL

NOTES:

On January 14, 2021 (“the Conversion Date”), GNCC Capital, Inc. (“GNCC” or “the Company”) and Stelan Real Estate Management, Inc. (“Stelan”), a shareholder of Series “E” Convertible Preferred Stock agreed to a partial conversion of certain of their outstanding shares of the Series “E” Convertible Preferred Stock.

On the Conversion Date, the shares of restricted Common Stock were issued to these Stelan in the amount of 3,900,000,000 at a price of \$0.0001275 (“the Conversion Price”), the then average trading price of the Company’s shares of Common Stock for the preceding 5 (Five) Trading Days.

An amount of \$497,250 of Series “E” Convertible Preferred Stock was converted by Stelan.

ISSUER NOTE TO THIS STOCKHOLDER DISCLOSURE:

Under the OTC Markets Disclosure Rules, any shares of GNCC Capital, Inc. Stock, acquired and/or disposed of, by any Stockholder holding in excess of (or having an interest in excess of) 10% (Ten percent) of the outstanding shares of Stock, must be disclosed on a filing; and within 5 (five) days from any such acquisition and/or disposal.

As this Stockholder is an Insider, Affiliate, Officer, Director or a Control Person(s), this Stockholder Disclosure is a regulatory requirement.

GNCC Capital, Inc. is only in a position to report and disclose: Stock Issuances and “Off Market” Stock Transactions as reported by the Transfer Agent to the Company.

GNCC Capital, Inc. is obviously not in any position to know of; and to therefore report or disclose and/or publish any transactions conducted in the market by stockholders or by market participants; or to know of; and to therefore report or disclose and/or publish any transactions conducted by Clearing Firms and/or Individual Broker Dealers, either as Principals or on behalf of Clients.

This disclosure by the Stockholder is deemed to be in the interests of increased transparency and guidance to investors and to all of our stockholders.