GC-Global Capital Corp.

Management Discussion & Analysis   Dated: November 28, 2008

Description of Business

The following information should be read in conjunction with the GC-Global Capital Corp. (“Global Capital” or “the Company”) Interim Consolidated Financial Statements dated September 30, 2008, which are prepared in accordance with Canadian generally accepted accounting principles. All figures are expressed in Canadian dollars unless otherwise indicated.

Global Capital is a merchant bank which provides bridge loan services (asset back/collateralized financing), ranging from $300,000 to $3,000,000 to companies across many industries such as oil & gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. Global Capital takes a disciplined and systematic approach to investment and is guided by four core principles: Capital Preservation, Shareholder Value, Secure Generation of Income and Risk Management. Global Capital also invests in emerging North American companies across all industries. Global Capital’s investments are made through equity financings and Global Capital works with management of operating companies in order to create value for businesses in which Global Capital assumes a position. These services can include additional equity financing, developing mergers and acquisitions, providing operational management support and structuring and negotiating debt and equity placements.

Overall Performance

As at September 30, 2008 Global Capital had net assets totaling $23.2 million or $1.14 per share compared to $25.1 million or $1.23 per share as at December 31, 2007. The change in net asset value is primarily due to the $0.06 per share dividend paid in May, 2008. It was also affected by the US$0.05 closing share price of Global Development Resources, Inc. at the end of the period, which was down from its closing price at December 31, 2007 of US$0.35. Global Capital has a 14% ownership in Global Development Resources, Inc. and due to the new Financial Instrument accounting rule, the Company is required to record any gains and losses in its investments as other comprehensive income (losses).

For the nine months ended September 30, 2008, Global Capital had net income before taxes of $1,741,169 or $0.09 compared to an income before tax of $1,768,132 or $0.09 per share for the same period in 2007. For the quarter ended September 30, 2008, Global Capital had a net loss before taxes of $137,308 or $0.01 per share compared to an income before taxes of $642,145 or $0.03 per share for the same period in 2007. The above net income per share has been calculated using the weighted average number of multiple and subordinate voting shares during each period. Net income for the nine months ended September 30, 2008 was $1,725,492 as compared to $1,332,157 for the same period in 2007. Net income for the quarter ended September 30, 2008 was $7,689 as compared to a net income of $452,443 for the same period in 2007.

Total assets as at September 30, 2008 were $23.7 million compared to $25.6 million as at December 31, 2007. Included in total assets are $2.7 million in cash and short term investments (December 31, 2007 - $3.4 million), $13.5 million in notes receivable, bridge loans and convertible debentures (December 31, 2007 - $13.5 million), $4.3 million in portfolio investments (December 31, 2007 - $5.0 million), $0.9 million in investment property (December 31, 2007 - $0.6 million), $1.1 million in other receivables (December 31, 2007 - $1.9 million) and $1.2 million in future income taxes (December 31, 2007 - $1.1 million). The bridge loans were provided to public companies, private companies and individuals in industries such as information technology, real estate, electronic manufacturing services and consumer goods. Trends in the economy are leading to fewer or delayed public financings and the Company will benefit from these trends as more and more companies will need bridge financings.

Summary of Quarterly Results

The following table sets out selected financial information and other data of GC-Global Capital Corp., which should be read in conjunction with the unaudited interim consolidated financial statements for the periods ending September 30, 2008. Certain comparative figures of those previously issued audited and unaudited financial statements have been reclassified to conform to the current year's basis of presentation.

For the quarters ended	Sep 30/08	Jun 30/08	Mar 31/08	Dec 31/07
Total revenue	$ 160,253	$ 2,040,235	$ 838,792	$ 2,175,752
Net income (loss) before taxes	(137,308)	1,465,586	412,891	1,420,259
Net income	7,689	1,390,619	327,184	1,631,486
Net income per share (1)	$ 0.00	$ 0.07	$ 0.02	$ 0.08

For the quarters ended	Sep 30/07	Jun 30/07	Mar 31/07	Dec 31/06
Total revenue	$ 1,333,262	$ 1,566,766	$ 742,311	$ 1,411,893
Net income before taxes	642,145	772,089	353,898	713,564
Net income	452,443	569,349	310,365	817,279
Net income per share (1)	$ 0.02	$ 0.03	$ 0.02	$ 0.05

(1) Net income per share has been calculated using the weighted average number of multiple and subordinate voting shares during each year. Diluted income per share were not calculated as they would be anti-dilutive.

Operating Results for Nine Months ended September 30, 2008

Interest income was $1,301,376 for the first nine months of 2008 as compared to $1,079,425 for the same period in 2007. The increase is due to an increase in the amount of loans earning interest over the period. Structuring fees and bonuses were $1,117,047 for the period as compared to $2,268,114 for the same period in 2007. The primary cause for the decrease was the US$891,000 in fees earned on the BriarRose Country Estate & Club Project as announced on June 20, 2007.

Sales of investments and securities for the first nine months of 2008 have resulted in Global Capital recording a gain of $1,438,003 versus $294,820 for the corresponding period in 2007. The increase is largely due to the sale of the majority of Global Capital's shares in Homeland Energy Group Ltd. (TSX symbol "HEG") during the quarter. In June of 2007, Global Capital provided US$2,000,000 to Homeland through a secured convertible debenture. In late February of this year, Global Capital converted its debenture into 3,241,000 common shares (post share-split) of Homeland. The average cost per share equated to CDN$0.61 per common share.

Changes in the fair value of held-for-trading financial assets have resulted in a loss of $817,145 for the period. This loss includes the reversal of $710,271 in unrealized gains from 2007 which were realized in the current period. The most notable change was the $0.78 closing share price of Homeland Energy Group Ltd. at the end of the period, a decrease of $0.18 from its closing price at December 31, 2007.

Global Capital's expenses for the first nine months of 2008 were $1,298,111 compared to $1,874,228 for the same period in 2007. Expenses decreased primarily due to a $118,716 foreign exchange gain for the period as compared to a loss of $397,142 for the corresponding period in 2007. Global Capital hedges its capital deployed in transactions based in US currency. Global Capital does not hedge accrued profit and due to the approximate 10% change in the US dollar during the period, the Company incurred a foreign exchange loss in 2007.

Management fees and salaries increased from $891,289 to $1,044,543. Management's long term incentive plan is based on realized profits. The Company recorded increased management fees and salaries during the period due to costs associated with its long term incentive plan.

Audit and legal fees increased from $121,327 to $146,704. The increase is due to legal expenses associated with the company's bridge loan transactions and increased audit costs.

Other general office expenses decreased slightly from 2007 to 2008. The total expense for the period was $60,950 as compared to $65,572 in the corresponding period.

Net income for the first nine months of 2008 was $1,725,492 or $0.08 per share compared to income of $1,332,157 or $0.07 per share in 2007.

Operating Results for Three Months ended September 30, 2008

Interest income was $495,820 for the third quarter of 2008 as compared to $436,542 for the same period in 2007. The increase was due to more funds being allocated to bridge loan transactions. Structuring fees and bonuses were $205,066 for the period as compared to $833,544 for the same period in 2007. The decrease from 2007 to 2008 was due to additional fees earned on the BriarRose Country Estate & Club Project in the third quarter of 2007.

Sales of investments and securities for the third quarter of 2008 have resulted in Global Capital recording a gain of $167 versus $63,166 for the corresponding period in 2007.

Changes in the fair value of held-for-trading financial assets have resulted in a loss of $540,801 for the quarter. The most notable change was the $0.78 closing share price of Homeland Energy Group Ltd. at the end of the period, a decrease of $0.85 from its closing price at June 30, 2008.

Global Capital's expenses for the third quarter of 2008 were $297,561 compared to $691,117 for the same period in 2007. Expenses decreased primarily due to a decrease in management fees and salaries, as well as a $51,390 foreign exchange gain for the period as compared to a loss of 143,982 for the same period in 2007. Global Capital hedges its capital deployed in transactions based in US currency. Global Capital does not hedge accrued profit and therefore due to the change in the US dollar during the period, the Company incurred the foreign exchange loss in 2007. Also contributing to the decrease in expenses was a write-down on bridge loans of $105,000 in the third quarter of 2007.

Management fees and salaries decreased from $327,519 to $240,575. Management's long term incentive plan is based on realized profits. The Company recorded decreased management fees and salaries during the quarter due to costs associated with its long term incentive plan in the corresponding period in 2007.

Audit and legal fees increased from $18,655 to $30,714. The increase is due to legal expenses associated with the company's bridge loan transactions and increased audit costs.

Foreign exchange decreased from a loss of $143,982 in 2007 to a gain of $51,390 in 2008. The Company hedges its capital deployed in transactions based in US currency. The Company does not hedge its interest and fee receivables.

Other general office expenses decreased slightly from 2007 to 2008. The total expense for the quarter was $18,170 as compared to $22,539 in the corresponding period.

Net income for the third quarter of 2008 was $7,689 or $0.00 per share compared to net income of $452,443 or $0.02 per share in 2007.

Liquidity

As at September 30, 2008, Global Capital had $2.7 million in cash and short term investments, $13.5 million in notes receivable, bridge loans and convertible debentures and $4.3 million in portfolio investments. All of Global Capital's bridge loans and convertible debentures are payable within one year, with the exception of one convertible debenture in the amount of $750,000 which is due December 26, 2009. The Company did not have any bank indebtedness.

The Company is exposed to certain liquidity risks if there is significant volatility in the foreign exchange market in regards to the cash needed to maintain a hedging program with forward contracts for the Company's US currency based loans. Subsequent to September 30, 2008, the value of the Canadian dollar declined significantly and to ensure that the Company would not have a liquidity deficiency, the Company temporarily terminated its hedging program.

Management is not aware of any other trends or expected fluctuations that would create any liquidity deficiencies. The Company believes that cash flow from continuing operations and existing cash resources will be sufficient to meet the Company's short-term requirements, as well as ongoing operations, and will be able to generate sufficient capital to support the Company's business. However, the Company assumes short-term debt from time to time to fund its loan operations.

Subsequent Events

Subsequent to September 30, 2008, the value of the Canadian dollar declined significantly and to ensure that the Company would not have a liquidity deficiency, the Company temporarily terminated its hedging program. (see Currency Risk below)

Off-balance Sheet Arrangements

In September 2006, the Company began a forward contract hedging program with a Canadian banking institution. The Company uses short-term forward contracts to hedge the capital invested in its United States based currency transactions.

Critical Accounting Policies And Estimates

The Company's accounting policies are described in Note 3 of its audited consolidated financial statements for the years ended December 31, 2007 and 2006. Management considers the following policies to be the most critical in understanding the judgments and estimates that are involved in the preparation of its consolidated financial statements and the uncertainties which could materially impact its results, financial condition and cash flows. Management continually evaluates its assumptions and estimates; however, actual results could differ materially from these assumptions and estimates.

Provision for Loan Losses

Loans are stated net of an allowance for credit losses on impaired loans. Such allowances reflect management's best estimate of the credit losses in the Company's loan portfolio and judgments about economic conditions. The evaluation process involves estimates and judgments, which could change in the near term, and result in a significant change to a recognized allowance. In determining the provision for possible loan losses, the Company considers the following:

- length of time the loans have been in arrears;
- the overall financial strength of the borrowers;
- the nature and quality of collateral and, if applicable, guarantees;
- secondary market value of the loans and the collateral; and
- the borrower's plan, if any, with respect to restructuring the loans.

Valuation of Investments

The Company's investments are primarily held in public companies. Effective January 1, 2007, investments are recorded on the balance sheet at their fair value. Fair value is determined directly by reference to quoted market price in an active market.

Future Tax Asset

The Company has recognized a future tax asset based on the likely realization of tax losses which are to be utilized against future earnings. The Company will reassess at each balance sheet date its existing future income tax assets, as well as potential future income tax assets that have not been previously recognized. In determining whether an additional future income tax asset is to be recognized, the Company will assess its ability to continue to generate future earnings based on its current loan portfolio, expected rate of return, the quality of the collateral security and ability to reinvest the funds. If an asset has been recorded and the Company assesses that the realization of the asset is no longer viable, the asset will be written down. Conversely, if the Company determines that there is an unrecognized future income tax asset which is more-likely-than-not to be realized, it will be recorded in the balance sheet and statement of earnings.

Change in Accounting Policies

Effective January 1, 2008, the Company adopted the CICA handbook section 1535, “Capital Disclosures”, which requires an entity to disclose its objectives, policies, and processes for managing capital. In addition, this section requires disclosure of summary quantitative information about what an entity manages as capital; see note 18 to the interim consolidated financial statements for the nine months ended September 30, 2008.

Effective January 1, 2008, the Company has adopted the CICA handbook sections 3862 “Financial Instruments – Disclosures” and 3863 “Financial Instruments – Presentation”. These sections replace CICA handbook section 3861 “Financial Instruments – Disclosure and Presentation”, and enhance disclosure requirements on the nature and extent of risks arising from financial instruments and how the entity manages those risks; see note 18 to the interim consolidated financial statements for the nine months ended September 30, 2008. Also, refer to “risk and uncertainties” section of this MD&A.

Transactions with Related Parties

The Company often receives the right to nominate a member to the board of directors of companies to which it provides a bridge loan. The nominees may be an employee, officer or director of the Company, and accordingly, the borrower may become related to the Company. Notes receivable, bridge loans and convertible debentures include a balance due from companies having a current director or officer in common with the Company, with a cost of $7,779,017 (December 31, 2007 - $7,120,670). Notes receivable, bridge loans and convertible debentures include notes to two directors of the Company for US$1,000,000 (December 31, 2007 – US$1,000,000) due on December 29, 2008. The notes relate to certain real estate property that was sold to the two directors. Portfolio investments include $288,903 (December 31, 2007 - $1,946,992) of shares of companies and partnerships having a current director or officer in common with the Company.

Interest and dividend revenue for the nine months ending September 20, 2008 includes interest earned on loans to entities with current directors and officers in common with the Company in the amount of $774,748 (2007 - $138,483). Interest receivable includes interest earned on loans to entities with current directors and officers in common with the Company, in the amount of $236,895 (December 31, 2007 - $214,260). Structuring fee revenue includes $832,317 (2007 - $152,695) received from companies with current directors and officers in common with the Company. Structuring fees receivable includes a balance due from companies having a director or officer in common with Company in the amount of $160,960 (December 31, 2007 - $803,779). Management and consulting fees and travel and promotion expenses include $278,390 (2007 - $188,433) paid to companies controlled by current directors and officers of the Company. Included in investment properties at September 30, 2008 is a lot held on behalf of the Company by Global Development Resources, Inc. This property is valued at $294,695 (December 31, 2007 - $294,695).

Risks and Uncertainties

Risk Management

The success of Global Capital is dependent upon its ability to assess and manage all forms of risk that affect its operations. Like other financial institutions, Global Capital is exposed to many factors that could adversely affect its business, financial conditions or operating results. Developing policies and procedures to identify risk and the implementation of appropriate risk management policies and procedures is the responsibility of senior management and the Board of Directors. The Board directly, or through its committees, reviews and approves these policies and procedures, and monitors their compliance with them through ongoing reporting requirements. A description of the Company’s most prominent risks follows.

Credit Risk

Concentration of credit risk may arise from exposures to a single debtor or to a group of debtors having similar characteristics such that their ability to meet their current obligations is expected to be affected similarly by changes in economic or other conditions. Senior management is committed to several processes to ensure that this risk is appropriately mitigated. These include:

• the investigation of the creditworthiness of all borrowers;

• the engagement of qualified independent consultants such as lawyers and real estate appraisers, dedicated to protecting the Company’s interests;

• the segregation of duties to ensure that qualified staff are satisfied with all due diligence requirements prior to funding; and
• the prompt initiation of recovery procedures on overdue loans.

In addition, the Board of Directors meets on a quarterly basis, to review and assess the risk profile of the loan portfolio. The Board of Directors is required to approve all loans above $500,000. The Board has delegated approval authority for all loans less than $500,000 to senior management. The Company reviews its policies regarding its lending limits on an on-going basis. The amount of the Company's loans generally does not exceed 75% of the collateral value.

Market Risk

The Company is exposed to certain market risk that the value of a financial instrument will fluctuate due to changes in market prices whether those changes are caused by factors specific to an individual security or its issuer or factors affecting all securities traded in the market. Board monitor changes in the market on an ongoing basis and adjust the Company's lending practices and policies when necessary to reduce the impact of the above risks.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash to meet its obligations as they become due. This risk arises from fluctuations in cash flows from making loan advances and receiving loan repayments. The goal of liquidity management is to ensure that adequate cash is available to honour all future loan commitments. As well, effective liquidity management involves determining the timing of such commitments to ensure cash resources are optimally utilized. Global Capital manages its liquidity risk by monitoring loan advances and repayments.

As at September 30, 2008, all of Global Capital's bridge loans and convertible debentures were payable within one year, with the exception of one convertible debenture in the amount of $750,000 which is due December 26, 2009. In managements' opinion, the Company has sufficient resources to meet its current cash flow requirements.

Currency Risk

The Company is exposed to certain currency risks that the value of certain financial instruments will fluctuate due to changes in foreign exchange rates. From time to time the Company takes advantage of foreign exchange contracts to manage the risk of currency fluctuations. As at September 30, 2008, the Company had purchased for settlement from its banker US$840,000 at $1.0694 maturing October 2, 2008, US$2,000,000 at $1.0563 maturing October 8, 2008, US$1,950,000 at $1.0789 maturing October 10, 2008, US$1,790,000 at $1.0628 maturing October 14, 2008, US$1,000,000 at $1.0609 maturing October 17, 2008, 2008, US$1,880,000 at $1.0346 maturing October 23, 2008 and US$260,000 at $1.1045 maturing October 23, 2008. Gains and losses on foreign exchange contracts are included in income in the corresponding reporting period.

Subsequent to September 30, 2008, the value of the Canadian dollar declined significantly and to ensure that the Company would not have a liquidity deficiency, the Company temporarily terminated its hedging program.

Share Data

Outstanding Shares

Subordinate Voting Shares	19,300,395
Multiple Voting Shares	1,054,937
	20,355,332

Outstanding Options and Warrants

Type	Amount Outstanding	Exercise Price	Expiry Date
Stock option	840,000	$0.87	May 5, 2009
Stock option	150,000	$0.87	November 24, 2009
Stock option	20,000	$0.87	February 7, 2011
Stock option	120,000	$1.15	September 11, 2012

Internal Disclosure Controls and Procedures

Disclosure Controls and Procedures

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining adequate disclosure controls and procedures. Disclosure controls and procedures are designed to ensure that information required to be disclosed in the Company's filings under securities legislation is accumulated and communicated to management, including the CEO and CFO as appropriate, to allow timely decisions regarding public disclosure. They are designed to provide reasonable assurance that all information required to be disclosed in these filings is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Company reviews its disclosure controls and procedures; however, it cannot provide an absolute level of assurance because of the inherent limitations in control systems to prevent or detect all misstatements due to error or fraud.

The Company's management, including the CEO and CFO, conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of September 30, 2008. Based on this evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures are effective.

Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP. 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 the assets of the Company, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements. The Company's management has evaluated the effectiveness of internal control over financial reporting. Based on this evaluation, management has concluded that internal control over financial reporting was effective as of September 30, 2008.

Forward-Looking Information

These materials include certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Other than statement of historical fact, all statements in this material, including, without limitation, statements regarding fair values of marketable securities, investments, bridge loans, convertible debentures, estimated asset retirement obligations, and future plans and objectives of the Company, are forward–looking statements that involve various known and unknown risks, uncertainties and other factors. There can be no assurance that such statements will prove accurate. Actual results and future events could differ materially from those anticipated in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date of these materials. Important factors that could cause actual results to differ materially from the Company’s expectations include, without limitation, the level of bridge loans completed, the nature and credit quality of the collateral security, the sufficiency of cost estimates for remaining reclamation obligations as well as those factors discussed in the Company’s documents filed from time to time with the TSX Venture Exchange, Canadian securities regulators and other regulatory authorities. All subsequent written and oral forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by this notice.

GLOBAL CAPITAL CORP.

Consolidated Financial Statements

September 30, 2008 & 2007

Management's Responsibility for Financial Reporting

The accompanying consolidated interim financial statements of the Company have been prepared by management in accordance with Canadian generally accepted accounting principles. These consolidated interim financial statements contain estimates based on management's judgement. Management maintains an appropriate system of internal controls to provide reasonable assurance that transactions are authorized, assets safeguarded, and proper records maintained.

The Audit Committee of the Board of Directors, which is composed of a majority of independent Directors, reviews the results of the consolidated interim financial statements prior to submitting the consolidated interim financial statements to the Board for approval.

"signed Jason Ewart"

Jason Ewart
Chief Executive Officer

"signed Chris Carmichael"

Chris Carmichael
Chief Financial Officer

November 28, 2008
Toronto, Ontario

NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of the consolidated interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited consolidated interim financial statements of the company have been prepared by and are the responsibility of the company's management.

The company's independent auditor has not performed a review of these consolidated interim financial statements in accordance with the standards established by the Canadian Institute of Chartered Accountants for a review of consolidated interim financial statements by an entity's auditor.

"signed Jason Ewart"	"signed Chris Carmichael"
Jason Ewart	Chris Carmichael
Chief Executive Officer	Chief Financial Officer

November 28, 2008
Toronto, Ontario

GC-Global Capital Corp.
Consolidated Balance Sheets

	(unaudited) September 30 2008	(audited) December 31 2007
Assets		
Cash	$ 2,131,037	$ 1,159,960
Short term investments (note 5)	550,249	2,274,566
Accounts receivable and sundry assets	725,666	1,644,537
Prepaid expenses	5,192	5,192
Interest and dividends receivable	382,975	255,216
Bridge loans and notes receivable (notes 5, 6 & 13)	12,471,758	9,984,318
Convertible debentures(notes 5, 6 & 13)	1,000,000	3,486,360
Portfolio investments (notes 5 & 13)	4,258,887	5,009,440
Investment property	915,423	593,135
Property and equipment	42,310	25,402
Future income taxes	1,202,874	1,138,709
	$ 23,686,371	$ 25,576,835
Liabilities		
Accounts payable	$ 426,159	$ 113,857
Customer advances and deferred revenue	30,197	375,243
	456,356	489,100
Shareholders' Equity		
Share capital (note 7)	18,287,633	18,331,298
Contributed surplus (notes 8 & 9)	3,238,712	2,493,847
Warrants (note 7(c))	-	744,883
Accumulated other comprehensive loss	(2,928,401)	(613,281)
Retained earnings	4,632,071	4,130,988
	23,230,015	25,087,735
	$ 23,686,371	$ 25,576,835

On Behalf of the Board

"signed Gordon Ewart"____________________________, Director

"signed Jason Ewart"____________________________, Director

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Retained Earnings
For the periods ended September 30
(unaudited)

	Three months		Nine months	
	2008	**2007**	**2008**	**2007**
Retained earnings– beginning of period	$ 4,624,382	$ 1,971,132	$ 4,130,988	$ 1,870,479
Dividends (note 14)	-	-	(1,224,410)	(779,061)
Net income for the period	7,689	452,443	1,725,492	1,332,157
Retained earnings-end of period	$ 4,632,071	$ 2,423,575	$ 4,632,071	$ 2,423,575

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Income
For the periods ended September 30
(unaudited)

	Three months		Nine months	
	2008	**2007**	**2008**	**2007**
Revenue				
Structuring fees (note 13)	$ 205,066	$ 833,554	$ 1,117,047	$ 2,268,114
Interest and dividend income (note 13)	495,820	436,542	1,301,376	1,079,425
Gain on sale of portfolio investments	167	63,166	1,438,003	294,820
Unrealized loss on derivative instruments	(540,801)	-	(817,145)	-
	160,253	1,333,262	3,039,280	3,642,359
Expenses				
Management fees and salaries (note 13)	240,575	327,519	1,044,543	891,289
Audit and legal fees	30,714	18,655	146,704	121,327
Office and general	18,170	22,539	60,950	65,572
Travel and promotion (note 13)	22,373	7,831	57,365	38,057
Share compensation expense	-	33,969	-	33,969
Filing and listing fees	10,272	10,433	34,806	46,232
Rent	20,253	15,959	59,765	47,878
Amortization	3,638	2,652	7,658	7,387
Foreign exchange	(51,390)	143,982	(118,716)	397,142
Write-down on bridge loans	-	105,000	-	205,000
Interest	2,956	2,578	5,036	20,375
	297,561	691,117	1,298,111	1,874,228
Income (loss) before income taxes	(137,308)	642,145	1,741,169	1,768,132
Income taxes (recovered)				
Current	-	-	79,843	-
Future	(144,997)	189,702	(64,166)	435,975
	(144,997)	189,702	15,677	435,975
Net income for the period	$ 7,689	$ 452,443	$ 1,725,492	$ 1,332,157
Net income per share (note 10)	$ 0.00	$ 0.02	$ 0.08	$ 0.07

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statement of Comprehensive Income
For the periods ended September 30
(unaudited)

	Three months		Nine months	
	2008	**2007**	**2008**	**2007**
Net income for the period	$ 7,689	$ 452,443	$ 1,725,492	$ 1,332,157
Other comprehensive loss				
Unrealized loss on available-for-sale financial assets (note 11)	(1,291,136)	(122,179)	(2,315,120)	(744,552)
Comprehensive income (loss) for the period	$ (1,283,447)	$ 330,264	$ (589,628)	$ 587,605
Accumulated other comprehensive loss-beginning of period	$ (1,637,265)	$ (402,938)	$ (613,281)	$ -
Adoption of financial instruments standard	-	-	-	219,435
Other comprehensive loss	(1,291,136)	(122,179)	(2,315,120)	(744,552)
Accumulated other comprehensive loss-end of period	$ (2,928,401)	$ (525,117)	$ (2,928,401)	$ (525,117)

The accompanying notes are an integral part of these consolidated financial statements.

GC-Global Capital Corp.
Consolidated Statements of Cash Flows
For the periods ended September 30
(unaudited)

	Three months		Nine months	
	2008	**2007**	**2008**	**2007**
Operating activities				
Net income for the period	$ 7,689	$ 452,443	$ 1,725,492	$ 1,332,157
Items not affecting cash:				
Gain on sale of investments	(167)	(63,166)	(1,438,003)	(294,820)
Unrealized gain on held-for-trading investments	540,801	-	817,145	-
Non-cash structuring fees and bonuses	-	-	(291,600)	-
Amortization	3,638	2,652	7,658	7,387
Provision for losses net of recovery	-	105,000	-	205,000
Share compensation expense	-	33,969	-	33,969
Future income taxes	(144,997)	189,702	(64,165)	435,975
	406,963	720,600	756,527	1,719,668
Net changes in non-cash working capital balances (note 11)	1,635,137	(1,023,127)	758,368	(1,051,509)
	2,042,100	(302,527)	1,514,895	668,159
Investing activities				
Decrease (increase) in bridge loans and convertible debentures	(79,831)	1,708,810	(1,080)	(3,226,745)
Purchase of portfolio investments	-	(278,800)	(3,753,546)	(2,129,742)
Proceeds from sale of investments	167	344,926	3,101,437	1,623,739
Purchase of investment property	(322,288)	-	(322,288)	-
Additions to property, plant and equipment	(21,138)	(2,590)	(24,565)	(5,234)
	(423,090)	1,772,346	(1,000,042)	(3,737,982)
Financing activities				
Proceeds from shares issued	-	-	-	5,656,600
Share issue costs	-	(24,036)	-	(586,145)
Purchase of treasury shares	-	(103,177)	(43,682)	(149,720)
Increase in contributed surplus	-	(4,678)	-	(12,684)
Dividends paid	-	-	(1,224,410)	(779,061)
	-	(131,890)	(1,268,092)	4,128,990
Increase (decrease) in cash flow	1,619,010	1,337,930	(753,240)	1,059,166
Cash, beginning of period	1,062,276	654,234	3,434,526	932,998
Cash, end of period	$ 2,681,286	$ 1,992,164	$ 2,681,286	$ 1,992,164
Cash consists of:				
Cash	$ 2,131,037	$ 1,441,915	$ 2,131,037	$ 1,441,915
Short term investments	550,249	550,249	550,249	550,249
	$ 2,681,286	$ 1,992,164	$ 2,681,286	$ 1,992,164

Supplemental cash flow information (note 11)

The accompanying notes are an integral part of these consolidated financial statements.

1. Nature of Business

GC-Global Capital Corp. (the "Company") is incorporated under the Canadian Business Corporations Act and was formed via articles of amalgamation on December 31, 2005. The Company provides a range of merchant banking services to small and mid-size cap companies in North America in both the public and private markets. The Company provides bridge loan services (asset backed/collateralized financing) ranging from $300,000 to $3,000,000 to companies across many industries such as oil and gas, mining, real estate, manufacturing, retail, financial services, technology and biotechnology. The Company also has a diversified investment division engaged in investing in emerging growth companies.

2. Basis of Presentation

The accompanying financial information does not include all disclosure required under generally accepted accounting principles for annual financial statements. The accompanying financial information reflects all adjustments, consisting primarily of normal recurring adjustments, which are, in the opinion of management, necessary for a fair presentation of results for the interim periods. These consolidated financial statements should be read in conjunction with the Company's 2007 audited annual financial statements and notes.

3. Summary of Significant Accounting Policies

These interim consolidated financial statements follow the same accounting policies and methods of application as the Company's annual financial statements, except as noted below. These interim consolidated financial statements are prepared in accordance with Canadian generally accepted accounting principles and include the Company's accounts and those of its wholly-owned subsidiaries, Newborn Realty Corp., Laurel Development Corporation, and Foothills Development Corp.

4. Change in Accounting Policies

Effective January 1, 2008, the Company adopted the CICA handbook section 1535, "Capital Disclosures", which requires an entity to disclose its objectives, policies, and processes for managing capital. In addition, this section requires disclosure of summary quantitative information about what an entity manages as capital; see note 18 to these consolidated financial statements.

Effective January 1, 2008, the Company adopted the CICA handbook sections 3862 "Financial Instruments – Disclosures" and 3863 "Financial Instruments – Presentation". These sections replace CICA handbook section 3861 "Financial Instruments – Disclosure and Presentation", and enhance disclosure requirements on the nature and extent of risks arising from financial instruments and how the entity manages those risks; see note 18 to these consolidated financial statements. Also, refer to "risk and uncertainties" section of the Company's Management Discussion and Analysis ("MD&A") for the nine months ended September 30, 2008.

5. Financial Instruments

The carrying values of cash, accounts receivable, interest and dividends receivable, accounts payable and accrued liabilities approximate their fair values due to the short-term nature of these instruments.

The carrying values and fair values of the Company's short term investments, notes receivable, bridge loans, convertible debentures and portfolio investments at September 30, 2008 and December 31, 2007 are as follows:

	September 30, 2008		December 31, 2007	
	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**
Short term investments	$ 550,249	$ 550,249	$ 2,274,566	$ 2,274,566
Notes receivable	1,064,200	1,064,200	991,300	991,300
Bridge loans	11,407,558	11,407,558	8,993,018	8,993,018
Convertible debentures	1,000,000	1,000,000	3,486,360	3,486,360
Portfolio investments	4,258,887	4,258,887	5,009,440	5,009,440
	$ 18,280,894	$ 18,280,894	$ 20,754,684	$ 20,754,684

a) Short-term investments comprise term deposits with original maturities of three months or less from the date of purchase, bearing interest at rates between 2.00% and 2.50% (December 31, 2007 – 3.25% and 3.70%) and maturing between October 8, 2008 and October 14, 2008 (December 31, 2007 - January 9, 2008 and January 18, 2008).

b) Fair values of notes receivable and bridge loans are estimated to be approximately the equivalent of carrying value due to the relatively short terms of these instruments.

c) Portfolio investments represent shares in publicly traded companies and partnerships and private companies. For publicly traded companies and partnerships, fair value represents the quoted trading price of the shares held at September 30, 2008 and December 31, 2007. Fair value of private companies is estimated to be approximately the equivalent of the carrying value, absent evidence of impairment, in accordance with CICA Handbook section 3855, Financial Instruments - Recognition and Measurement.

d) The gross amount of the notes receivable is $1,064,200 (US$1,000,000) and is due on December 29, 2008.

e) The carrying value of the convertible debentures is their fair value which is based upon published quotations in an active market. Fair value of private companies is estimated to be approximately the equivalent of the carrying value, absent evidence of impairment, in accordance with CICA Handbook section 3855, Financial Instruments - Recognition and Measurement. As these debentures are derivative instruments, the change in their fair value resulted in a decrease in net income, due to a decrease in their fair value, for the nine month period ended September 30, 2008 of $125,000 and $nil for the quarter ended September 30, 2008.

f) Included in portfolio investments is the fair value of the Company's investments in share purchase warrants of other corporations. Where the value of these warrants is not publicly quoted in active markets, the Company employs the Black-Sholes pricing model to determine fair value, with volatility and risk free rates taken directly from the most recent audited financial statements of the corresponding companies. As these warrants are derivative instruments, the change in their fair value resulted in an increase in net income, due to an increase in their fair value of $276,637 for the nine month period ended September 30, 2008 and an increase of $314,299 for the quarter ended September 30, 2008.

5. Financial Instruments (continued)

g) The Company invests extensively in emerging growth companies that are in the development stage or in companies which primarily hold investments in such companies. Certain investments are in companies which have not yet established commercial viability for their business activities and have not yet earned significant revenue. Therefore, the quoted market values of their shares are not necessarily indicative of the fair value of these investments and the recoverability of invested amounts is dependent upon the eventual commercial success of these entities. Lack of positive developments, or adverse developments, could result in future write-downs of the carrying values of these investments.

6. Notes Receivable, Bridge Loans and Convertible Debentures

Bridge loans are repayable over various terms up to 15 months from September 30, 2008 and bear interest at fixed rates of between 10% and 28%. Shares, real estate, and borrower, corporate or personal guarantees generally have been pledged as security.

The convertible debentures at September 30, 2008 carry an interest rate of 12%. A convertible debenture in the amount of $250,000 is due November 30, 2008 and a convertible debenture In the amount of $750,000 is due December 26, 2009. Shares and corporate guarantees generally have been pledged as security.

Notes receivable, bridge loans and convertible debentures analysis as at September 30, 2008 and December 31, 2007 are as follows:

	September 30 2008	**December 31 2007**
Due on Demand		
Bridge loans	$ 222,948	$ 207,675
	222,948	207,675
Due within One Year		
Notes receivable	1,064,200	991,300
Bridge loans	11,184,610	8,785,343
Convertible debentures	250,000	375,000
	12,498,810	10,151,643
Due within 13 to 24 Months		
Convertible debentures	750,000	3,111,360
	750,000	3,111,360
	$ 13,471,758	$ 13,470,678

7. Share Capital

a) Authorized:
Unlimited multiple voting shares
Unlimited subordinate voting shares
Unlimited preferred shares

b) Shares issued and outstanding

Issued and outstanding:		**September 30 2008**
1,054,937 (December 31, 2007 - 1,054,937) multiple voting shares	$	1,923,565
19,300,395 (December 31, 2007 – 19,351,895) subordinate voting shares		16,364,068
	$	18,287,633

	Number of Shares		**Amount**
Multiple voting shares			
Opening balance – January 1, 2008	1,054,937	$	1,923,565
Closing balance – September 30, 2008	1,054,937	$	1,923,565
Subordinate voting shares			
Opening balance - January 1, 2008	19,351,895	$	16,407,733
Shares cancelled	(51,500)		(43,665)
Closing balance – September 30, 2008	19,300,395	$	16,364,068

During the nine month period ended September 30, 2008 the Company completed treasury purchases for cancellation under a normal course issuer bid of 51,500 (2007 - 171,600) subordinate voting shares with a stated capital of $43,665 (2007 - $149,712) for $43,683 (2007 - $162,404) resulting in a decrease in contributed surplus of $18 (2007 - $12,684).

During the quarter ended September 30, 2008, the Company completed treasury purchases for cancellation under a normal course issuer bid of nil (2007 - 117,000) subordinate voting shares with a stated capital of $nil (2007 - $103,177) for $nil (2007 - $107,855) resulting in a decrease in contributed surplus of $nil (2007 - $4,678).

c) Warrants issued and outstanding

	Number of warrants	**Exercise price per warrant**	**Expiry dates**
Subordinate voting share warrants			
Balance, January 1, 2008	2,739,130	$1.15 to $1.50	Sept. 16, 2008
Expired in September, 2008	(2,739,130)	$1.15 to $1.50	Sept. 16, 2008
Balance, September 30, 2008	-		

7. Share Capital (continued)

d) Stock options outstanding

	Number of options	Exercise price per share	Expiry dates
Subordinate voting shares			
Balance, January 1, 2008 and September 30, 2008	1,130,000	$0.87 to $1.15	May 5, 2009 to September 11, 2012

8. Stock-based Compensation Plan

As at September 30, 2008, the Company had outstanding 1,130,000 stock options. These include 1,010,000 options with an exercise price of $0.87 of which 840,000, 150,000 and 20,000 options are exercisable in whole or in part at any time prior to May 5, 2009, November 24, 2009 and February 7, 2011, respectively. On September 11, 2007, 120,000 additional options were issued with an exercise price of $1.15 expiring September 11, 2012.

The fair values of the options have been estimated using the Black-Scholes option pricing model. Assumptions used in the pricing model is a risk-free rate of 3%, expected life of options of 5 years, expected stock price volatility of 72% and an expected dividend yield of 5%.

9. Contributed Surplus

During the nine month period ended September 30, 2008 the Company completed treasury purchases for cancellation under a normal course issuer bid of 51,500 (2007 - 171,600) subordinate voting shares with a stated capital of $43,665 (2007 - $149,712) for $43,682 (2007 - $162,404) resulting in a decrease in contributed surplus of $18 (2007 - $12,684).

During the quarter ended September 30, 2008, the Company completed treasury purchases for cancellation under a normal course issuer bid of nil (2007 - 117,000) subordinate voting shares with a stated capital of $nil (2007 - $103,177) for $nil (2007 - $107,855) resulting in a decrease in contributed surplus of $nil (2007 - $4,678).

During the quarter ended September 30, 2008, 2,739,130 warrants expired resulting in an increase in contributed surplus of $744,883. These warrants were previously issued in connection with the Company's equity offering in March, 2007.

10. Net Income per Share

Net income per share has been calculated using the weighted average number of multiple and subordinate voting shares outstanding during the year. Diluted income per share is calculated in a similar manner, except that the weighted average number of multiple and subordinate voting shares outstanding is increased to include potentially issuable subordinate voting shares from the assumed exercise of stock options, if dilutive. The conversion of the stock options would be anti-dilutive.

11. Supplementary Cash Flow Information

	Three months 2008	Three months 2007	Nine months 2008	Nine months 2007
Net change in non-cash working capital balances				
Accounts receivable and sundry assets	$ 1,198,202	$ (706,510)	$ 843,872	$ (641,948)
Prepaid expenses	-	-	-	(833)
Interest and dividends receivable	368,467	(204,066)	(127,759)	(56,088)
Accounts payable and accrued liabilities	129,075	(6,678)	387,302	(190,249)
Customer advances and deferred revenue	(60,607)	(105,873)	(345,046)	(162,391)
	$ 1,635,137	$ (1,023,127)	$ 758,368	$ (1,051,509)
Supplementary non-cash financial information				
Portfolio investments				
Effect of re-measuring held-for-trading instruments	$ (540,801)	$ -	$ (817,145)	$ -
Effect of re-measuring available –for-sale instruments	-	-	-	(166,752)
Other comprehensive income (loss)	(1,291,136)	(122,179)	(2,315,120)	(744,552)
Structuring fees and bonuses received as shares	-	50,000	291,600	142,500
	$ (1,831,937)	$ (72,179)	$ (2,840,665)	$ (768,804)

12. Income Taxes

The Company has utilized tax losses in certain of its entities to reduce its taxable income. The Company has recognized a future tax asset to the extent that the amount is more likely than not to be realized from future earnings.

	Three months 2008	Three months 2007	Nine months 2008	Nine months 2007
Current	$ -	$ -	$ 79,843	$ -
Future income taxes	(144,997)	189,702	(64,166)	435,975
Total provision for income taxes	$ (144,997)	$ 189,702	$ 15,677	$ 435,975

13. Related Party Transactions

The Company often receives the right to nominate a member to the board of directors of companies to which it provides a bridge loan. The nominees may be an employee, officer or director of the Company, and accordingly, the borrower may become related to the Company.

a) Notes receivable, bridge loans and convertible debentures include a balance due from companies having a current director or officer in common with the Company, with a cost of $7,779,017 (December 31, 2007 - $7,120,670). Notes receivable, bridge loans and convertible debentures include notes to two directors of the Company for US$1,000,000 (December 31, 2007 – US$1,000,000) due on December 29, 2008. The notes relate to certain real estate property that was sold to the two directors. (See note 5(d).)

b) Portfolio investments include $288,903 (December 31, 2007 - $1,946,992) of shares of companies and partnerships having a current director or officer in common with the Company.

c) Interest and dividend revenue includes interest earned on loans to entities with current directors and officers in common with the Company in the amount of $774,748 (2007 - $138,483). Interest receivable includes interest earned on loans to entities with current directors and officers in common with the Company, in the amount of $236,895 (December 31, 2007 - $214,260).

d) Structuring fee revenue includes $832,317 (2007 - $152,695) received from companies with current directors and officers in common with the Company. Structuring fees receivable includes a balance due from companies having a director or officer in common with Company in the amount of $160,960 (December 31, 2007 - $803,779).

e) Management and consulting fees and travel and promotion expenses include $278,390 (2007 - $188,433) paid to companies controlled by current directors and officers of the Company*.*

f) Included in investment properties at September 30, 2008 is a lot held on behalf of the Company by Global Development Resources, Inc. This property is valued at $294,695 (December 31, 2007 - $294,695).

Related party transactions are in the normal course of operations and are measured at the exchange amount which is the amount of consideration established and agreed to by the related parties.

14. Dividends Paid

On April 22, 2008, the Company declared a cash dividend of $1,224,410 or $0.06 per share payable to shareholders of the Company's subordinate voting and multiple voting shares. The dividend was paid on May 30, 2008, to shareholders on record on April 30, 2008.

15. Commitments

The Company has entered into an operating lease for office premises expiring in 2013. Minimum annual lease payments, exclusive of taxes and other operating costs, for each the next four years are approximately:

2008	$	11,040
2009		45,228
2010		47,365
2011		49,501
2012		51,638
2013		26,353

16. Contingent Liabilities

a) In March 2004, the Company and a director were named in an action of which the plaintiff has claimed $130,000, or in the alternative the return of shares. The Company and the Director have defended and counterclaimed rescission of the agreement by which the Company agreed to purchase shares from the plaintiff. Affidavits of Documents have yet to be exchanged and the plaintiff has taken no steps to move the action forward. Accordingly, no provision has been made for this claim in the accompanying consolidated financial statements.

The outcome of this claim is not determinable at the time of issue of these consolidated financial statements and the costs, if any, will be charged to income in the period(s) in which they are finally determined.

b) In 1998, the Company and other parties were named as defendants in a lawsuit filed in the Supreme Court of Newfoundland alleging that the common shares which they hold in the Company were sold to them without their knowledge by an administrator. In 2001, the Company was named in a second action against the Company, by the same plaintiffs, alleging that the Company failed to comply with the applicable provisions of the Canada Business Corporations Act giving shareholders the right of dissent with respect to certain transactions and to be paid the fair market value for these shares. Management has filed statements of defense for each action. No provision has been made for these claims in the accompanying consolidated financial statements.

The ultimate outcome of these claims is not determinable at the time of issue of these consolidated financial statements and the costs, if any, will be charged to income in the period(s) in which they are finally determined.

c) In 1997, the Company's wholly-owned subsidiary, Global Benefit Plan Consultants Inc. ("GBPC"), had two divisions. The Company sold the assets of one of the divisions ("GBPC Division") to companies controlled by the then current management of that specific division (the "Former Management"). Pursuant to the sale agreement, the Company received an indemnity from the Former Management in respect of any reassessments by Revenue Canada for taxes related to the GBPC Division.

During fiscal 2006, Revenue Canada reassessed the tax returns for GBPC for the tax years 1996 and 1997. The reassessment concluded that the GBPC reported false travel and promotion expenses for two former members of GBPC's management in the amounts of $206,814 and $19,641. The reassessment further concluded that GBPC made false ITC claims in the amounts of $14,083 and $1,370 attributed to the false travel and promotion expenses. Total taxes payable on the reassessment amounted to $101,409 plus interest and penalty of approximately $215,000.

The Company is taking all legal steps necessary to ensure the taxes are paid by the indemnifying parties.

In 2003, the Company sold GBPC and provided an indemnity to the purchaser for claims related to the previous years.

Since 2005, the Company paid $156,489 to Canada Revenue Agency in relation to the contingency. The Company expects the $156,489 to be fully recoverable. The amount is included in accounts receivable and sundry assets.

17. Subsequent Events

Subsequent to September 30, 2008, the value of the Canadian dollar declined significantly and to ensure that the Company would not have a liquidity deficiency, the Company temporarily terminated its hedging program.

18. Risk Management

The primary goals of the Company's risk management are to ensure that the outcomes of activities involving elements of risk are consistent with the Company's objectives and risk tolerance, and to maintain an appropriate risk/reward balance while protecting the Company's financial operations from events that have the potential to materially impair its financial strength. Balancing risk and reward is achieved through aligning risk tolerance with the Company's business strategy, diversifying risk, pricing appropriately for risk, mitigating risk through preventative controls and transferring risk to third parties.

Capital Management

The Company's capital management objectives are to maintain a strong and efficient capital structure to provide liquidity to support continued asset growth. A strong capital position also provides flexibility in considering accretive growth opportunities. It is the intention of the Company to pay out a portion of its future annual earnings to shareholders in the form of a dividend.

Financial Instruments

Effective January 1, 2008, the Company adopted the CICA handbook section 3862, "Financial Instruments – Disclosures". As permitted by the standard, the disclosures required under this section can be found in the Company's MD&A section "risks and uncertainties". The following table provides a cross referencing of those disclosures from the MD&A.

<table>
<tr><th>Description</th><th>Section</th></tr>
<tr><td rowspan="5">For each type of risk arising from financial instruments, an entity shall disclose: the exposure to risk and how they arise; objectives, policies and processes used for managing the risks; methods used to measure the risk; and description of collateral</td><td>Risk management</td></tr>
<tr><td>Credit risk management</td></tr>
<tr><td>Market risk</td></tr>
<tr><td>Liquidity risk</td></tr>
<tr><td>Currency risk</td></tr>
<tr><td>Credit risk- gross exposure to credit risk, credit quality and concentration of exposures</td><td>Credit risk management</td></tr>
<tr><td>Market risk- value-at-risk, interest rate risk and equity risk</td><td>Market risk</td></tr>
<tr><td>Liquidity risk- liquid assets, maturity of financial liabilities and credit and liquidity commitments</td><td>Liquidity risk</td></tr>
<tr><td>Currency risk- exchange rate risk</td><td>Currency risk</td></tr>
</table>