

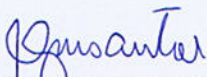
NOTICE OF ANNUAL MEETING OF STOCKHOLDERS


Notice is hereby given that the annual meeting of stockholders of **VISTA LAND & LIFESCAPES, INC.** (the "Company" or "VLL") for the year 2016 will be held on June 15, 2016, Wednesday at 9:00 a.m. at the Colonial Ballroom, Palazzo Verde, Daang Reyna, Vista City, Las Piñas City. The order of business thereat will be as follows:

1. Proof of required notice of meeting;
2. Proof of the presence of a quorum;
3. Presentation of the President's Report, Management Report and Audited Financial Statements for the year 2015
4. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2015 until 31 March 2016
5. Election of the members of the Board of Directors, including the Independent Directors, for the year 2016
6. Approval of the listing of additional issued shares
7. Appointment of External Auditors
8. Adjournment.

For the purpose of the meeting, only stockholders of record at the close of business on May 3, 2016 will be entitled to vote thereat.

Please bring some form of identification, such as passport, driver's license, or company I.D. in order to facilitate registration, which will start at 8:30 a.m.


GEMMA M. SANTOS
Corporate Secretary

SECURITIES AND EXCHANGE
COMMISSION
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EXPLANATION AND RATIONALE

For each item on the Agenda of Vista Land & Lifescapes, Inc.'s 2016 ASM requiring the approval of the stockholders

1. President's Report, Management Report and Audited Financial Statements as of and for the year ended December 31, 2015

The audited financial statements ("AFS") of the Company as of and for the year ended December 31, 2015, audited by SyCip, Gorres, Velayo & Co. and a copy of which is incorporated in the Preliminary Information Statement for this meeting, will be presented for approval by the stockholders. To give context to the AFS and bring to the shareholders' attention the highlights of said AFS, the President and CEO, Mr. Manuel Paolo A. Villar, will deliver a report to the stockholders on the Company's performance for the year 2015 and the outlook for 2016.

The Board and Management of the Company believes it in keeping with the Company's thrust to at all times observe best corporate governance practices that the results of operations and financial condition of the Company be presented and explained to the shareholders. Any comments from the shareholders, and their approval or disapproval of these reports, will provide guidance to the Board and Management in their running of the business and affairs of the Company.

2. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2015 until 31 March 2016

Ratification by the stockholders will be sought for all the acts and the resolutions of the Board of Directors and all the acts of Management taken or adopted for the year 2015 until March 31, 2016. A brief summary of these resolutions and actions is set forth in the Preliminary Information Statement for this meeting. Copies of the minutes of the meetings of the Board of Directors are available for inspection by any shareholder at the offices of the Company during business hours.

The Board and Management of the Company believes it in keeping with the Company's thrust to at all times observe best corporate governance practices that ratification of their acts and resolutions be requested from the shareholders in this annual meeting. Such ratification will be a confirmation that the shareholders approve of the way that the Board and Management have been running the business and affairs of the Company.

3. Election of the members of the Board of Directors, including the Independent Directors, for the year 2016

The Corporate Secretary will present the names of the persons who have been duly nominated for election as directors of the Company in accordance with the By-Laws and Manual on Corporate Governance of the Company and applicable laws and regulations. The voting procedure is set forth in the Preliminary Information Statement for this meeting.

4. Approval of the listing of additional issued shares

The Company will seek approval from the shareholders for the listing on the Philippine Stock Exchange (PSE) of the 4,575,395,762 common shares that were issued by the Company in relation to the acquisition of Starmalls, Inc. Details of the issuance of these shares and the acquisition of Starmalls, Inc. may be found in the comprehensive disclosures filed by the company with the Securities and Exchange Commission and the PSE on various dates from October 2015 to January 2016.

Shareholders' approval is being sought in compliance with the listing requirements of the PSE.

5. Appointment of External Auditors

The Audit Committee is endorsing to the stockholders the re-appointment of SyCip Gorres Velayo & Co. as external auditor of the Company for the year 2016.