

**MINUTES OF THE ANNUAL MEETING
OF THE STOCKHOLDERS OF
VISTA LAND & LIFESCAPES, INC.**

Held at Monte Di Portofino
Portofino Suvdivision, Las Piñas City
on June 16, 2014, 9:00 a.m.

TOTAL ISSUED AND
OUTSTANDING SHARES: 8,538,740,614 common
3,300,000,000 preferred

TOTAL NUMBER OF
SHARES REPRESENTED
IN THIS MEETING: 6,205,429,281 common
3,300,000,000 preferred

CALL TO ORDER

The Chairman, Mr. Manuel B. Villar, Jr. called the meeting to order and presided over the same. The Corporate Secretary, Ms. Gemma M. Santos, recorded the minutes of the meeting.

CERTIFICATION OF NOTICE AND QUORUM

At the request of the Chairman, the Corporate Secretary certified that notice of this annual meeting of the stockholders of the Company for the year 2014, together with the agenda, were sent by mail or special messengerial service to all the stockholders of record of the Company as of May 16, 2014, the record date fixed by the Board of Directors of the Company for this meeting; that there were represented in the meeting, in person or by proxy, stockholders owning a total of 9,505,400,606 common and preferred shares representing 80.29% of the total issued and outstanding voting stock of the Company; and that there is therefore a quorum at this meeting.

PRESIDENT'S REPORT

The President, Mr. Manuel Paolo A. Villar, reviewed the highlights of the Company's operations and financial performance for the year 2013.

Questions were asked and answered by the President and the Chairman.

Upon motion duly made and seconded, the stockholders resolved to receive and adopt the report of the President and the annual report of the Company for the year 2013.

**APPROVAL OF AUDITED FINANCIAL STATEMENTS
AS OF AND FOR THE YEAR ENDING DECEMBER 31, 2013**

On motion duly made and seconded, the stockholders approved the Audited Financial Statements of the Company as of and for the year ending December 31, 2013.

RATIFICATION OF ACTS OF BOARD OF DIRECTORS AND MANAGEMENT

On motion duly made and seconded, the stockholders ratified all the acts done and caused to be done by the Board of Directors and Management during the year ending December 31, 2013.

ELECTION OF DIRECTORS

The Corporate Secretary reported that the following individuals have been duly nominated and qualified to be directors:

Manuel B. Villar, Jr.
Manuel Paolo A. Villar
Cynthia J. Javarez
Marcelino C. Mendoza
Maribeth C. Tolentino
Marilou Adea
Ruben Fruto

The Corporate Secretary identified Ms. Adea and Atty. Fruto as independent directors.

A stockholder moved that all the seven (7) individuals nominated to the Board of Directors of the Company for the year 2014 be elected as members of the Board of Directors. Stockholders representing a majority of the outstanding voting stock of the Company voted in favor of said motion.

The Chairman, representing a total of 8,275,111,515 shares, cast the votes attaching to the same shares among the seven nominees in accordance with the instructions set forth in the corresponding proxy instruments and accordingly declared the above-named individuals duly elected as members of the Board of Directors of the Company.

APPOINTMENT OF EXTERNAL AUDITOR

On motion duly made and seconded, stockholders representing a majority of the outstanding capital stock of the Company approved the appointment of SGV & Co. as the external auditors of the Company.

AMENDMENT OF ARTICLES OF INCORPORATION

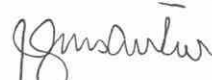
At the request of the Chairman, the Corporate Secretary presented and discussed the proposed amendment to Article Third of the Amended Articles of Incorporation of the Company, to change the principal address of the Company to 3rd level, Starmall Las Pinas, C.V. Starr Avenue, Philamlife Village, Pamplona, Las Pinas City.

On motion duly made and seconded, stockholders representing at least two-thirds of the outstanding capital stock of the Company approved the foregoing amendment.

ADJOURNMENT

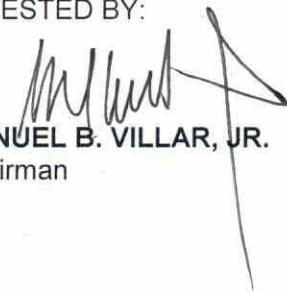
There being no further business to transact, the meeting was, on motion made and seconded, adjourned.

CERTIFIED CORRECT:



GEMMA M. SANTOS
Corporate Secretary

ATTESTED BY:



MANUEL B. VILLAR, JR.
Chairman