

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

Notice is hereby given that the annual meeting of the stockholders of VISTA LAND & LIFESCAPES, INC. for the year 2015 will be held on Monday, June 15, 2015 at 9:00 am at the Monte di Portofino, Portofino Subdivision, Daang Hari, Las Piñas City. The order of business thereat will be as follows:

1. Proof of required notice of the 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 2014
4. Ratification of all acts and resolutions of the Board of Directors and Management for the year 2014 until 31 March 2015
5. Election of the members of the Board of Directors, including the Independent Directors, for the year 2015
6. Appointment of External Auditors
7. Adjournment.

A brief statement of the rationale and explanation for each Agenda item which requires shareholders' approval is contained in Annex "A" of this Notice. The Definitive Information Statement accompanying this Notice contains more detail regarding the rationale and explanation for each of such Agenda items.

For the purpose of the meeting, only stockholders of record at the close of business on May 15, 2015 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 am.

The Company is not soliciting proxies. However, should you be unable to attend the meeting personally, you may nevertheless be represented and vote at this annual meeting by submitting a **proxy** to the office of the Corporate Secretary at the Company's office address at UGF Worldwide Corporate Center, Shaw, Blvd., Mandaluyong City on or before June 9, 2015. Proxy validation will be on June 9, 2015 at the Office of the Corporate Secretary at the Company's principal office.



GEMMA M. SANTOS
Corporate Secretary

EXPLANATION AND RATIONALE

For each item on the Agenda of Vista Land & Lifescapes, Inc.'s 2015 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, 2014

The audited financial statements ("AFS") of the Company as of and for the year ended December 31, 2014, audited by Sycip, Gorres Velayo & Co and a copy of which is incorporated in the Definitive 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 2014 and the outlook for 2015.

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 2014 until 31 March 2015

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 2014 until March 31, 2015. A brief summary of these resolutions and actions is set forth in the Definitive 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 2015

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 Definitive Information Statement for this meeting.

4. 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 2015.