

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 2019 will be held on **June 17, 2019, Monday at 9:00 a.m.** at the **Ground Floor, Function Room, Mella Hotel, C5 Extension, Global South, 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. Approval of the minutes of the last Annual Meeting of Stockholders held on June 18, 2018
4. Presentation of the President’s Report, Management Report and Audited Financial Statements for the year 2018
5. Ratification of all acts and resolutions of the Board of Directors and Management from the date of the last annual stockholders’ meeting until the date of this meeting.
6. Election of the members of the Board of Directors, including the Independent Directors, for the year 2019
7. Reclassification of the unissued preferred capital stock to create Two Hundred Million (200,000,000) non-voting, cumulative, non-participating, non-convertible and redeemable Series 2 preferred shares and the corresponding amendment of the Seventh Article of the Amended Article of Incorporation of the Company
8. Shelf registration and listing of the Two Hundred Million (200,000,000) non-voting, cumulative, non-participating, non-convertible and redeemable Series 2 preferred shares
9. Appointment of External Auditors
10. Adjournment.

For the purpose of the meeting, only stockholders of record at the close of business on May 8, 2019 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