

## VETA RESOURCES INC.

### VETA RESOURCES ANNOUNCES PROPOSED REVERSE-TAKEOVER WITH SYNTHEIA

**Toronto, Ontario** – June 28, 2024 – Veta Resources Inc. (the “**Company**”) is pleased to announce the execution of a binding letter agreement (the “**Letter Agreement**”) dated June 27, 2024 which, subject to certain conditions and applicable shareholder and regulatory approvals, will result in a reverse takeover (the “**Proposed Transaction**”) of the Company by MetaWorld Corporation (DBA Syntheia) (“**Syntheia**”). The resulting issuer from the Proposed Transaction (the “**Resulting Issuer**”) will carry on the current business of Syntheia.

#### About Syntheia

Syntheia is an early-stage artificial intelligence technology company, channeling its efforts into refining and expanding its proprietary, conversational AI-based platform (the “**Syntheia AI Platform**”). The Syntheia AI Platform represents the integration of natural language processing (“**NLP**”) technology, enabling it to not only understand but also respond to human language with accuracy. The Syntheia AI Platform, a generative, AI-powered algorithm equipped with a human-like voice, boasts self-learning capabilities derived from NLP methodologies. Currently in beta testing, the Syntheia AI Platform is crafted to offer a suite of automated solutions, particularly for retail-focused businesses where customer interaction and service are key to operations. At the heart of the Syntheia AI Platform is its use of AI to emulate human cognitive processes, combined with a sophisticated large language model, which is integral for interpreting and generating human-like language responses.

#### The Letter Agreement

Under the terms of the Letter Agreement, the Proposed Transaction will be completed by way of an amalgamation, arrangement, share exchange or other similarly structured transaction whereby a subsidiary of the Company and Syntheia will amalgamate pursuant to the laws of the Province of Ontario, with the amalgamated corporation surviving as a wholly owned subsidiary of the Company. In connection with the Proposed Transaction, the Company will reconstitute its board of directors and change its name to “Syntheia Corp.” or such other similar name as may be accepted by the relevant regulatory authorities (the “**Name Change**”) and the Resulting Issuer will conduct its business under the new name.

The Letter Agreement includes a number of conditions, including but not limited to, requisite shareholder approvals including the approval of the shareholders of Syntheia, the completion of a subscription receipt financing for minimum gross proceeds of \$2,600,000 and a maximum of up to \$3,500,000, the consolidation of the Company's common shares in a ratio that results in 12,500,000 common shares of the Company (the “**Consolidation**”), the issuance of post-Consolidation the Company common shares to holders of Syntheia common shares (the “**Syntheia Shares**”) on a 1:1 basis, approvals of all regulatory bodies having jurisdiction in connection with the Proposed Transaction, and other closing conditions customary to transactions of the nature of the Proposed Transaction.

The Company is a reporting issuer under the securities laws of the Provinces of Alberta, British Columbia, Manitoba, Ontario and Saskatchewan. The Company's common shares are currently not posted for trading on any marketplace. Syntheia has applied to list the Resulting Issuer's common shares on the Canadian Securities Exchange (the “**Exchange**”) and, if and upon the satisfaction of the Exchange's initial listing requirements, the common shares of the Resulting Issuer are expected to begin trading on the Exchange following the closing of the Proposed Transaction.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Pursuant to the terms of the Letter Agreement, and in connection with the Proposed Transaction:

- a. holders of Syntheia Shares will receive one (1) fully paid and non-assessable post-Consolidation Resulting Issuer shares for each Syntheia Share held; and
- b. all outstanding warrants, broker warrants and options to purchase Syntheia Shares will be exchanged on an equivalent basis for options, warrants and broker warrants to purchase post-Consolidation common shares of the Resulting Issuer.

### **Management of the Resulting Issuer**

Subject to applicable shareholder and Exchange approval, upon completion of the Proposed Transaction, the board of directors and management of the Resulting Issuer will be comprised of the following individuals:

#### *Tony Di Benedetto, Chief Executive Officer and Director*

Mr. Tony Di Benedetto will be the Chief Executive Officer and a director of the Resulting Issuer. Mr. Di Benedetto is a Canadian technology entrepreneur with over 30 years of hands-on experience in building, operating, and divesting technology companies. Most recently, Mr. Di Benedetto was the co-founder of Drone Delivery Canada, which he took public and successfully raised over \$120M in equity financing, achieving market capitalization in excess of \$550M. Mr. Di Benedetto has also co-founded several technology companies including Data Centers Canada – a colocation data center facility in Vaughan, Ontario – which he later sold to Terago Networks. Other technology enterprises Di Benedetto developed include system integration/managed services businesses, hosting, and one of southern Ontario's largest fixed wireless broadband networks, all of which he successfully divested. Mr. Di Benedetto holds a degree from York University.

#### *Richard Buzbuzian, President and Director*

Richard Buzbuzian will be President and a director of Resulting Issuer. Mr. Buzbuzian is a capital markets executive with over 25 years of investment experience in Canada and Europe. Most recently, Mr. Buzbuzian was president and a director of Drone Delivery Canada, which he cofounded, took public, and raised over \$120M Canadian in equity financings, achieving market capitalization in excess of \$550M. Mr. Buzbuzian holds a degree from the University of Toronto.

#### *Paul Di Benedetto, Chief Technology Officer*

Mr. Paul Di Benedetto will be the Chief Technology Officer of the Resulting Issuer. Paul has co-founded a number of technology companies in the Canadian marketplace and has led the technology oversight roles in each of these entities. Paul is instrumental in implementing technology structures which maximize organizational growth with a view of maximizing return on investments for all stakeholders. Paul brings over 20 years of technology architecture and engineering expertise to the Resulting Issuer's management team.

Veronique Laberge, Chief Financial Officer

Ms. Veronique Laberge will be the CFO of the Resulting Issuer. Ms. Laberge is a chartered professional accountant and holder of the title of auditor. With more than 17 years of experience in professional practice, she is specialized in certification mandates, general accounting and as a consultant for public and private companies.

Chris Irwin, Director

Mr. Chris Irwin will be a director of the Resulting Issuer. Mr. Irwin practices securities and corporate/commercial law and has been the managing partner of Irwin Lowy LLP since January 2010; prior thereto he was the President of Irwin Professional Corporation from August 2006 to December 2009; and prior thereto he was an associate at Wildeboer Dellelce LLP from January 2004 to July 2006. Mr. Irwin advises a number of public companies, board of directors and independent committees on a variety of issues. Mr. Irwin is a director and/or officer of a number of public companies. Mr. Irwin is a former Director of Trelawney Mining and Exploration Inc., a company acquired by IAMGOLD Corporation in a \$608 million transaction; former Director of Southern Star Resources Inc., which was formerly listed on TSX prior to becoming Gold Eagle Mines Ltd. and being acquired by Goldcorp Inc. in a \$1.5 billion transaction; a former director of Jerritt Canyon Canada Ltd., which was acquired by First Majestic Silver Corp. in a \$500 million transaction; and a former officer of Mindset Pharma Inc., a company acquired by Otsuka Pharmaceutical Co., Ltd., in a \$85 million transaction.

Rob Montemarano, Director

Mr. Montemarano will be a director of the Resulting Issuer. Mr. Montemarano is currently the Vice-President of Lakeview Homes Inc., a residential property development and construction company. Mr. Montemarano has been involved in corporate and project financing activities in real estate, and a variety of other industries. He was formerly a director of Drone Delivery Canada Corp. from 2012 to November 2020 and was formerly a director and member of the audit committee for Goldstone Resources Inc. (formerly Ontex Resources Ltd.) from September 1995 to December 2009. He was also a director of Leader Capital Corp. from August 1998 to August 2000, a director of Foundry Holdings Corp. from 2000 to 2003, and a director of Global Net Entertainment from 2000 to 2003.

Steven Silvestro, Director

Mr. Silvestro will be a director of the Resulting Issuer. Mr. Silvestro, a Chef Consultant, is a veteran in corporate and consulting roles in the hospitality industry. With a culinary background, Mr. Silvestro has 30 years of industry experience in restaurant operations, menu, recipe creation, inventory and costing. As a Corporate Chef at SIR Corp., Steven oversaw and contributed to the development and execution of new brands across multiple locations throughout his tenure at SIR Corp.

**Additional Information**

All information contained in this press release with respect to the Company and Syntheia was supplied by the parties respectively, for inclusion herein, and each party and its directors and officers have relied on the other party for any information concerning the other party.

The common shares of the Company or the Resulting Issuer have not been and will not be registered under the United States Securities Act of 1933, as amended and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirement. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Neither the Canadian Securities Exchange nor its Market Regulator (as that term is defined in the policies of the Canadian Securities Exchange) accepts responsibility for the adequacy or accuracy of this news release.

**For further information, please contact:**

Carly Burk  
President and Chief Executive Officer  
Tel: (416) 361-2517

**Forward-Looking Statements**

*This news release contains forward-looking statements within the meaning of Canadian securities laws and financial outlook (collectively, "forward-looking information"). Statements containing the words "believe", "expect", "intend", "should", "seek", "anticipate", "will", "positioned", "project", "risk", "plan", "may", "estimate", or, in each case, their negative and words of similar meaning, are intended to identify forward-looking information. Forward-looking information in this news release, which includes, but is not limited to, information relating to Syntheia's business objectives and milestones and the anticipated timing of, and costs in connection with, the execution or achievement of such objectives and milestones, including the launch of Syntheia's beta NLP, Syntheia's future growth prospects and intentions to pursue one or more viable business opportunities; the development of Syntheia's business and future activities; expectations relating to market size and anticipated growth; expectations with respect to economic, business, regulatory and/or competitive factors related to Syntheia or industry generally; the market for Syntheia's current and proposed product offerings, as well as Syntheia's ability to capture market share; Syntheia's strategic investments and capital expenditures, and related benefits; the distribution methods expected to be used by Syntheia to deliver its product offerings; the competitive landscape within which Syntheia operates and Syntheia's market share or reach; Syntheia making meaningful increases to its revenue profile; Syntheia continuing to increase its revenue; Syntheia's ability to generate cash flow from operations and from financing activities; Syntheia's ability to obtain, maintain, and renew or extend, applicable authorizations, including the timing and impact of the receipt thereof; Syntheia hitting its anticipated sales from continuing operations; Syntheia hitting its forecasted revenue, customer acquisition and sales projections; the performance of Syntheia's business and the operations and activities of Syntheia; the intention of Syntheia to complete the subscription receipt financing and any additional offering of securities of Syntheia and the aggregate amount of the total proceeds that Syntheia will receive pursuant to the subscription receipt financing and/or any future offering; Syntheia's expected use of the net proceeds from the subscription receipt financing and/or any future offering; Syntheia closing on the entire subscription receipt financing; and Syntheia applying and receiving any required approvals from the Exchange in relation to the listing of its common shares in the expected timeframe.*

*Forward-looking statements are subject to the assumptions used in the preparation for such forward-looking statements, which include, but are not limited to, the assumptions that: current and future members of management will abide by Syntheia's business objectives and strategies as established by Syntheia; Syntheia will retain and supplement its board of directors, advisory board and management, or otherwise engage consultants and advisors having knowledge of the industries (or segments thereof) within which Syntheia may from time to time participate; Syntheia will have sufficient working capital and the ability to*

*obtain the financing required in order to develop and continue its business and operations; Syntheia will continue to attract, develop, motivate and retain highly qualified and skilled consultants and/or employees, as the case may be; no adverse changes will be made to the regulatory framework governing applicable matters in the jurisdictions in which Syntheia conducts business and any other jurisdiction in which Syntheia may conduct business in the future; Syntheia will be able to generate cash flow from operations; Syntheia will be able to execute on its business strategy as anticipated, which includes the onboarding of some or all of the customers for which they have commenced preliminary discussions with; Syntheia will be able to meet the requirements necessary to obtain and/or maintain authorizations required to conduct the business; general economic, financial, market, regulatory, and political conditions, including the impact of the COVID-19 pandemic, will not negatively affect Syntheia or its business; Syntheia will be able to successfully complete its patent application and secure its proprietary technology and intellectual property; Syntheia will be able to successfully compete in the industry; Syntheia will be able to effectively manage anticipated and unanticipated costs; Syntheia will be able to maintain internal controls over financial reporting and disclosure, and procedures in order to ensure compliance with applicable laws; Syntheia will be able to conduct its operations in a safe, efficient and effective manner; general market conditions will be favourable with respect to Syntheia's future plans and goals; future pricing of Syntheia's products; Syntheia will reach the anticipated sales from continuing operations; Syntheia will complete the subscription receipt financing; Syntheia's will use of the net proceeds from the subscription receipt financing and/or any future offering as outlined herein; Syntheia will hit its forecasted revenue and sales projections; Syntheia will make meaningful increases to its revenue profile; Syntheia will continue to increase its revenue; Syntheia closing on the entire subscription receipt financing, and Syntheia applying and receiving any required approvals from the Exchange in relation to the listing of its common shares in the expected time frame. Although considered reasonable by management of Syntheia at the time of preparation, these assumptions may prove to be imprecise and result in actual results differing materially from those anticipated, and as such, undue reliance should not be placed on forward-looking statements. These forward-looking statements are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by the forward-looking information. Such risks and uncertainties include, but are not limited to, Syntheia's inability to attract and retain qualified members of management and board of directors and advisors to grow Syntheia's business and its operations; unanticipated changes in economic and market conditions or in applicable laws; the impact of the publications of inaccurate or unfavourable research by analysts or other third parties; Syntheia's failure to complete future acquisitions and/or enter into strategic business relationships; Syntheia's failure to formally enter into formal agreements with potential clients or customers; unanticipated changes in the industry in which Syntheia may from time to time conduct its business and operations, including Syntheia's inability to respond or adapt to such changes; Syntheia's inability to secure or maintain favourable strategic partnerships or to receive the required authorizations necessary to conduct the business and operations and meet its targets; Syntheia's inability to secure desirable partnership agreements on favourable terms; risks relating to projections of Syntheia's operations; Syntheia's inability to effectively manage unanticipated costs and expenses; risk of shortages of skilled labor; risk of loss of intellectual property and proprietary technology rights; risks that Syntheia may not expand its product portfolio past its current contemplated product offering; Syntheia's failure to utilize the use of proceeds from the subscription receipt financing and/or any future offering as expected and/or disclosed; risk that Syntheia will not reach the anticipated sales from continuing operations; risk that Syntheia will not hit its forecasted revenue and sales projections; risk that Syntheia will be unable to increase its revenue profile and that it will decrease and/or plateau; risk that Syntheia will be unable to close on the entire subscription receipt financing; and risks that Syntheia will be unable to receive the required approval from the Exchange in relation to the listing of its common shares within the set timeframe or at all. The foregoing list of factors that may affect future results is not exhaustive. There may be other factors and risks that cause actions, events or results not to be as anticipated, estimated or intended. These risks, uncertainties, and assumptions could adversely affect the outcome of the plans and events described herein. These factors should be considered carefully, and readers are cautioned not to place undue reliance on such forward-looking*

*statements as there can be no assurance that the plans, intentions or expectations upon which they are placed will occur. The forward-looking statements are based upon management's beliefs and assumptions and are made as of the date of this news release. In light of the significant uncertainties inherent to the forward-looking statements included in this news release, the inclusion of such information should not be regarded as a representation or warranty by Syntheia or any other person that Syntheia's objectives and plans will be achieved in any specified timeframe, if at all. Readers are cautioned not to place undue reliance on forward-looking statements as there can be no assurance that the plans, intentions or upon which they are placed will occur. Except to the extent required by applicable laws or rules, Syntheia undertakes no obligation to update or revise any forward-looking statements included in this news release.*

*This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws and may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available.*

*Not for distribution to United States newswire services or for dissemination in the United States.*