

VETA RESOURCES INC.
Suite 401, 217 Queen Street West
Toronto, Ontario M5V 0R2

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual and special meeting (the "**Meeting**") of the shareholders of **Veta Resources Inc.** (the "**Corporation**") will be held on **Thursday, August 1, 2024**, at the hour of 10:00 a.m. (Eastern time), at Suite 401, 217 Queen Street West, Toronto, Ontario M5V 0R2 for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Corporation for the years ended December 31, 2021, 2022, and 2023 and the respective report of the auditors thereon;
2. to elect the directors of the Corporation that will (i) hold office until the earlier of the next annual meeting of the Corporation or completion of a proposed transaction between the Corporation and MetaWorld Corporation (the "**Proposed Transaction**"); and (ii) thereafter, to hold office conditional on and effective following the closing of the Proposed Transaction (the "**Proposed Transaction Election of Directors**") until the earlier of the next annual meeting of the Corporation, or until their successors are elected or appointed;
3. to appoint the auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to consider, and if deemed advisable, pass, with or without variation, an ordinary resolution of shareholders approving and confirming the stock option plan of the Company;
5. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of the Corporation to change the name of the Corporation to "Syntheia Corp.", or such other name as the directors of the Corporation, in their sole discretion, may determine and as may be acceptable to the Director appointed under the *Canada Business Corporations Act*, as more fully described in the accompanying management information circular;
6. to consider and, if deemed advisable, to pass, with or without variation, a special resolution to amend the articles of the Corporation to consolidate each of the issued and outstanding common shares of the Corporation on the basis of up to five (5) pre-consolidation common shares of the Corporation into one (1) post-consolidation common share of the Corporation, as more fully described in the accompanying management information circular; and
7. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The full text of the special resolutions referred to in items 5 and 6 above are attached to this notice as Exhibit A and Exhibit B respectively.

A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his duly executed form of proxy with the Corporation's transfer agent and registrar, TSX Trust Company, at Suite 301, 100 Adelaide Street West, Toronto, Ontario M5H 4H1 not later than 10:00 a.m. (Eastern time) on Tuesday, July 30, 2024 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned Meeting.

Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the enclosed form of proxy so that as large a representation as possible may be had at the Meeting.

The board of directors of the Corporation has by resolution fixed the close of business on Tuesday, July 2, 2024 as the record date, being the date for the determination of the registered holders of common shares of the Corporation entitled to receive notice of, and to vote at, the Meeting and any adjournment thereof.

The accompanying management information circular provides additional detailed information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of annual and special meeting. Additional information about the Corporation and its consolidated financial statements are also available on the Corporation's profile at www.sedarplus.ca.

DATED at Toronto, Ontario this 4th day of July, 2024.

BY ORDER OF THE BOARD

"Carly Burk" (signed)
President and Chief Executive Officer