

SYNTHEIA AND VETA RESOURCES ANNOUNCE CLOSING OF PRIVATE PLACEMENT OF SUBSCRIPTION RECEIPTS IN SYNTHEIA

Toronto, Ontario – September 16, 2024 – MetaWorld Corporation (dba Syntheia) (“**Syntheia**”) and Veta Resources Inc. (“**Veta**”) are pleased to announce that further to Veta’s press releases on June 28, 2024 and August 21, 2024, Syntheia has closed the final tranche of its brokered private placement offering of subscription receipts (the “**Subscription Receipts**”) through the issuance of 3,036,334 Subscription Receipts for gross proceeds of \$1,062,716.90 (the “**Financing**”).

The first tranche of the Financing closed on May 16, 2024, through the issuance of 8,144,199 Subscription Receipts for gross proceeds of \$2,850,469.65. In the aggregate, Syntheia issued 11,180,533 Subscription Receipts for total gross proceeds of \$3,913,186.55 with respect to the total Financing.

The Financing was carried out in connection with the proposed business combination transaction between Veta and Syntheia (the “**Transaction**”) pursuant to the terms of a letter agreement (the “**Letter Agreement**”) dated June 27, 2024. The resulting issuer following completion of the Transaction (the “**Resulting Issuer**”) will continue to operate the business of Syntheia. Syntheia received conditional approval to list the common shares of the Resulting Issuer on the Canadian Securities Exchange (the “**CSE**”) on August 21, 2024. Following the satisfaction of the CSE’s customary listing conditions and the closing of the Transaction, the common shares of the Resulting Issuer will begin trading on the CSE.

Assuming the closing of the Transaction and satisfaction of the conditional listing requirements of the CSE, the net proceeds from the Financing will be used by the Resulting Issuer for operational expansion, business development and working capital purposes.

Pursuant to the Financing, Syntheia, First Republic Capital Corporation and Veta entered into a supplemental subscription receipt agreement (the “**Subscription Receipt Agreement**”) dated September 16, 2024 with Endeavor Trust Corporation as subscription receipt agent (the “**Subscription Receipt Agent**”).

The Financing was brokered by First Republic Capital Corp. as lead agent (the “**Lead Agent**”) and Hampton Securities Ltd. (together with the Lead Agent, the “**Agents**”). In connection with the closing of the two tranches of the Financing, Syntheia paid 50% of: (a) a fee of \$21,378.36 (the “**Advisory Fee**”) for advisory services provided to Syntheia in connection with the Financing; (b) a corporate finance fee of \$59,344.83 payable to the Lead Agent (the “**Corporate Finance Fee**”); (c) aggregate cash fees of \$225,341.19 payable to the Agents and certain eligible persons (the “**Commission**” and together with the Advisory Fee and the Corporate Finance Fee the “**Cash Compensation**”); and (c) the Agents’ expenses. The remaining 50% of the Cash Compensation and the Agents’ expenses has been deposited into escrow with the Subscription Receipt Agent and shall be released upon satisfaction or waiver of the escrow release conditions set out in the Subscription Receipt Agreement, together with any interest earned thereon.

In addition, Syntheia has issued: (a) 54,054 advisory warrants (the “**Advisory Warrants**”) to the Lead Agent; (b) 169,557 corporate finance warrants (the “**Corporate Finance Warrants**”) to the Lead Agent; and (c) 643,832 compensation warrants (the “**Compensation Warrants**”, together with the Advisory Warrants and the Corporate Finance Warrants, the “**Agent’s Warrants**”) to the Agents and certain eligible persons. Each Agent’s Warrant entitles the holder to subscribe for one Unit at \$0.35 for a period for twenty-four (24) months from the date that the Resulting Issuer’s common shares commence trading on the CSE.

Upon the satisfaction or waiver of, among other things, all of the condition precedents to the completion of the Transaction, each Subscription Receipt will be exchanged for one unit of Syntheia (a “Unit”) with each Unit being comprised of one (1) common share of Syntheia (a “Common Share”) and one (1) Common Share purchase warrant of Syntheia (a “Warrant”). Each Warrant will be exercisable for one Common Share at an exercise price of \$0.50 for a period of 24 months following the date that the Resulting Issuer shares begin trading on the CSE.

Upon closing of the Transaction, the Common Shares, Warrants and Agents’ Warrants will be exchanged for Resulting Issuer shares and Resulting Issuer warrants on economically equivalent terms on a 1:1 basis.

The Warrants are subject to acceleration at Syntheia’ option, if at any time prior to the expiry of the Warrants the 10-day volume-weighted average price of the Resulting Issuer shares is greater than \$0.75, provided that: (i) the Resulting Issuer disseminates a press release providing notice of its intention to accelerate the expiry of the Warrants, and (ii) the accelerated expiry date of the Warrants falls on the earlier of (unless exercised by the holder prior to such date): the 30th day after the date of dissemination of such press release, and/or 24 months following the listing of the Resulting Issuer shares on the Exchange.

The securities referred to in this news release have not been, nor will they be, registered under the United States Securities Act of 1933, as amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This release does not constitute an offer for sale of, nor a solicitation for offers to buy, any securities in the United States. Any public offering of securities in the United States must be made by means of a prospectus containing detailed information about the issuer and its management, as well as financial statements.

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 common shares of Veta 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:

Syntheia:

Tony Di Benedetto
Chief Executive Officer
Tel: (416) 791-9399

Veta Resources Inc.:

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 the Transaction, the satisfaction or waiver of the conditions precedent to the Transaction and the expected completion of the Transaction, the expected conversion of the Subscription Receipts and issuance of the Units, the use of proceeds from the Financing by the Resulting Issuer, the listing of the Resulting Issuer’s common shares on the CSE, the exchange of the Common Shares, Warrants and Agents’ Warrants for Resulting Issuer common shares and warrants, the exercise of the Warrants and the acceleration of the expiry date of the Warrants.

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: the Resulting Issuer will use of the net proceeds from the Financing as outlined herein; the escrow release conditions to the Transaction being satisfied or waived; and the Resulting Issuer applying and receiving any required approvals from the CSE in relation to the listing of its common shares.

Although considered reasonable by management of Veta and 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: the Resulting Issuer's failure to utilize the use of proceeds from the Financing as expected and/or disclosed, the escrow release conditions to the Transaction not being satisfied or waived, and risks that the Resulting Issuer will be unable to receive the required approval from the Exchange in relation to the listing of its common shares.

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, Veta or any other person that Syntheia's or Veta'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, Veta and Syntheia undertake no obligation to update or revise any forward-looking statements included in this news release.

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