



SYNTHEIA ANNOUNCES CLOSING OF AMALGAMATION

Toronto, Ontario – September 25, 2024 – Syntheia Corp. (formerly, Veta Resources Inc.) (the “**Company**”) is pleased to announce, further to its press releases dated June 28, 2024, August 21, 2024, September 16, 2024, and September 19, 2024, the closing of its previously announced business combination with Metaworld Corporation (“**Meta**”) by way of a three-cornered amalgamation pursuant to Section 174 of the *Business Corporations Act* (Ontario) (the “**Transaction**”).

The Transaction

The Transaction was carried out by way of an amalgamation under the laws of the Province of Ontario pursuant to the terms of a letter agreement dated June 27, 2024 between the Company and Meta and an amalgamation agreement dated September 24, 2024 among the Company, Meta and 1000994508 Ontario Inc. (“**Subco**”), a wholly owned subsidiary of the Company. Meta and Subco amalgamated pursuant to the provisions of the *Business Corporations Act* (Ontario) and the resulting entity from the amalgamation has become a wholly-owned subsidiary of the Company known as Syntheia Ltd. As a condition to the closing of the Transaction, on September 19, 2024 the Company changed its name from Veta Resources Inc. to Syntheia Corp. and consolidated its common shares on a 2.017753 to one basis.

The former holders of Meta common shares have received post-consolidated common shares in the capital of the Company (the “**Common Shares**”), resulting in the Company issuing an aggregate of 65,433,632 Common Shares to the former Meta shareholders. In addition, an aggregate of: (i) 16,560,133 common share purchase warrants of Meta; (ii) 867,443 broker warrants to purchase one common share and one common share purchase warrant of Meta; (iii) 2,345 broker warrants to purchase common shares of Meta; and (iv) 7,750,000 options to purchase common shares of Meta have been exchanged for economically equivalent securities of the Company.

The Transaction resulted in the Common Shares of the Company being held as follows: (i) 65,433,632 Common Shares (approximately 83.97%) held by former Meta shareholders; and (ii) 12,500,000 Common Shares (approximately 16.03%) held by existing Company shareholders.

Management and Board

In connection with the Transaction, shareholders of the Company elected Tony Di Benedetto, Richard Buzbuzian, Robert Montemarano, Steven Silvestro and Riccardo Forno at the annual and special meeting of the Company held on August 1, 2024.

Following completion of the Transaction, management of the Company is comprised of Tony Di Benedetto (Chief Executive Officer), Richard Buzbuzian (President, Lead Director and Secretary), Veronique Laberge (Chief Financial Officer) and Paul Di Benedetto (Chief Technology Officer).

Below is a brief biography of the members of the board of directors and management of the Company:

Tony Di Benedetto – Chief Executive Officer and Director: Tony 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 (TSXV:FLT), 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 (TSX:TGO). Other technology enterprises Mr. 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, Secretary and Lead Director: Richard 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.

Veronique Laberge – Chief Financial Officer: Veronique 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.

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

Robert Montemarano – Director: Rob Montemarano is currently the Vice-President and partner 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, hospitality and a variety of other industries. He is currently a director of EV Minerals Corp. He was formerly a director of Drone Delivery Canada Corp. from 2012 to November 2020, Armada Data Corp from 2003 to 2023, Goldstone Resources Inc. (formerly Ontex Resources Ltd.) from September 1995 to December 2009 and several other publicly traded companies over the past 30 years.

Steven Silvestro – Director: Steven Silvestro, Chef Consultant, is a veteran of 15 years in Corporate Chef and Consulting roles in the hospitality field. With a culinary background and 30 years of industry experience, Mr. Silvestro has become an expert in restaurant operations, menu and recipe creation, inventory and costing. With a focus on weekly, monthly and up to 5-year budget projections, labour scheduling and control, profit and loss analysis and action planning, inventory best practices and control, and cost saving operational systems, Mr. Silvestro’s consulting career has allowed him to enjoy successes in new restaurant concept creation and helping existing restaurants understand that a focus on cost control is the path to success. A graduate of George Brown College Culinary Arts (1999), Mr. Silvestro has lived and worked in Vancouver, Whistler, Milano, while honing his skills and continuously growing as a creative Chef and leader in his field. As a Corporate Chef at Sircorp, Mr. Silvestro oversaw and contributed to create new brands and lead a team to execute in multi-locations. Mr. Silvestro lives and works in Toronto and takes advantage of the world class restaurants and food institutions.

Riccardo Forno – Director: Riccardo Forno has a general corporate/commercial and securities law practice with an emphasis on corporate finance, private equity, stock exchange listings, initial public offerings, capital pool company formations, qualifying transactions, and mergers and acquisitions. Mr. Forno has been a securities lawyer since 2009 actively assisting private and public issuers with their corporate finance and securities matters and has regularly assisted his public company clients with their continuous disclosure obligations and financial statement filings. Mr. Forno received his Bachelor of Laws in 2008 from the University of Ottawa and a Bachelor of Business Administration in International Business and Finance from The George Washington University in 2003 (Magna Cum Laude).

About Syntheia

Syntheia Corp. 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.

For further information, please contact:

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Cautionary Statement

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.

This news release contains certain “forward-looking information” within the meaning of applicable securities law. Forward looking information is frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate”, “may”, “will”, “would”, “potential”, “proposed” and other similar words, or statements that certain events or conditions “may” or “will” occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The Company undertakes no obligation to update forward-looking information if circumstances or management’s estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.

The securities of the Company 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.