

**FORM 51-102F3  
MATERIAL CHANGE REPORT**

**1. Name and Address of Company**

Syntheia Corp. (formerly, Veta Resources Inc. (the “**Company**”))  
217 Queen Street West, Suite 401  
Toronto, Ontario M5V 0R2

**2. Date of Material Change**

September 24, 2024

**3. News Release**

Press releases disclosing the material changes were released on September 25, 2024 and September 30, 2024, through the facilities of Newsfile Corp.

**4. Summary of Material Change**

The Company announced 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 common shares of the Company are expected to commence trading on the Canadian Securities Exchange on October 2, 2024.

**5. Full Description of Material Change**

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.

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).

6. **Reliance on subsection 7.1(2) of National Instrument 51-102**

The report is not being filed on a confidential basis.

7. **Omitted Information**

No significant facts have been omitted from this Material Change Report.

8. **Executive Officer**

For further information, please contact Tony Di Benedetto, Chief Executive Officer of the Company at (416) 791-9399.

9. **Date of Report**

This report is dated at Toronto, this 30<sup>th</sup> day of September, 2024.

**Forward-Looking Statements**

*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 material change report.*

*This material change report 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. Forward-looking statements in this material change report include, but are not limited to, statements concerning the listing of the Common Shares on the Canadian Securities Exchange. Readers are cautioned that forward-looking information is not based on historical facts but instead reflects the Company's management's expectations, estimates or projections concerning the business of the Company's future results or events based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made. Although the Company believes that the expectations reflected in such forward-looking information are reasonable, such information involves risks and uncertainties, and undue reliance should not be placed on such information, as unknown or unpredictable factors could have material adverse effects on future results, performance or achievements. Please refer to the Company's listing statement available on SEDAR+ for a list of risks and key factors that could cause actual results to differ materially from those projected in the forward-looking information. Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking information prove incorrect, actual results may vary materially from those described herein as intended, planned, anticipated, believed, estimated or expected. Although the Company has attempted to identify important risks, uncertainties and factors which could cause actual results to differ materially, there may be others that cause results not to be as anticipated, estimated or intended. 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 material change report 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.*