



SYNTHEIA
CONVERSATIONAL AI SOLUTIONS

Revolutionizing the Future of Customer Engagement with AI



**An Opportunity to be part of the
Conversational AI Revolution**



DISCLAIMER

GENERAL

The information contained in this presentation (the “**Presentation**”) is being provided on a confidential basis for informational and discussion purposes only. The information set forth herein does not purport to be complete or all information that a recipient would deem relevant in analyzing Metaworld Corporation (dba Syntheia) (together with its affiliates, the “**Company**”) or its proposed offering of subscription receipts (the “**Subscription Receipts**”). This Presentation contains information pertaining to the business, operations and assets of the Company. The information contained in this Presentation (a) is provided as at the date hereof and is subject to change without notice, (b) does not purport to contain all the information that may be necessary or desirable to fully and accurately evaluate an investment in the Company and (c) is not to be considered as a recommendation by the Company to purchase any securities offered in connection with this Presentation. An investment in such securities is speculative and involves a number of risks that should be considered by a prospective investor. The information contained herein must be treated in a confidential manner and may not be reproduced, used or disclosed, in whole or in part, without the prior written consent of the Company. Disclosure to persons other than the recipient and its representatives, who themselves are bound by confidentiality restrictions, is prohibited.

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This Presentation constitutes an “offering memorandum” under applicable securities laws (including pursuant to the Securities Act (Ontario) and OSC Rule 45-501 Ontario Prospectus and Registration Exemptions). See “*Purchasers’ Rights of Action – Ontario Investors*” at the end of this Presentation for further information. This Presentation is not a prospectus or an offering memorandum pursuant to applicable US securities laws. The securities of the Company have not been and will not be registered under the U.S. Securities Act, or any state securities laws and may not be offered or sold within the United States or to, or for the account or benefit of, “U.S. persons,” as such term is defined in Regulation S under the U.S. Securities Act, unless an exemption from such registration is available. The securities will not be and have not been registered under the U.S. Securities Act or the securities laws of any state of the United States, and if sold in the United States will be “restricted securities” within the meaning of Rule 144 under the U.S. Securities Act. The securities may be resold, pledged or otherwise transferred only pursuant to an effective registration statement under the U.S. Securities Act or pursuant to an applicable exemption from the registration requirements of the U.S. Securities Act.

Under no circumstances are its contents to be reproduced or distributed to the public or press. Securities legislation in all provinces prohibits such distribution of information. This document is not, and under no circumstances is to be construed as a prospectus or a public offering as defined under applicable securities anywhere in Canada or in any other jurisdiction.

No securities commission or similar regulatory authority has passed on the merits of these securities or reviewed this document and any representation to the contrary is an offence. This Presentation does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities of the Company in any jurisdiction in which an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. The Subscription Receipts have not been and will not be registered under the United States federal or state securities laws. Investors must be able to afford the loss of their entire investment. The distribution of this Presentation is in certain jurisdictions is restricted by law, including (but not limited to) the United States and Canada. Persons into whose possession this Presentation may come are required to inform themselves about and to comply with all applicable laws and regulations in force in any jurisdiction in or from which it invests or receives or possesses this Presentation and must obtain any consent, approval or permission required under the laws and regulations in force in such jurisdiction. The Company does not intend to, and neither the delivery of this Presentation or any further discussions with any recipient shall, under any circumstances, create any implication that the Company assumes any obligation to update or correct the information herein based on changes following the date hereof, nor is this Presentation an implication that there has been no change in the affairs of the Company following the date hereof. Please refer to the Appendix to this Presentation for the Purchasers’ Rights of Action.

CBOE Canada Inc. has not reviewed or approved any of the contents of the Presentation.

Marketing and Industry Data

This Presentation includes market and industry data and forecasts that were obtained from third-party sources, industry publications and publicly available information. Third-party sources generally state that the information contained therein has been obtained from sources believed to be reliable, but there can be no assurance as to the accuracy or completeness of included information. Although we believe it to be reliable, we have not independently verified any of the data from third-party sources referred to in this Presentation, or analyzed or verified the underlying studies or surveys relied upon or referred to by such sources, or ascertained the underlying economic assumptions relied upon by such sources.

Caution Regarding Forward-Looking Information

This Presentation contains forward-looking statements within the meaning of Canadian securities laws, forward-looking statements within the meaning of U.S. 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 Presentation, which includes, but is not limited to, information relating to the Company’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 the Company’s beta AssistantNLP for the SMB Market and the Drive Thru Restaurant Market, the commercial launch of the Assistant NLP platform, the B2B/B2C Online Marketplace and the AssistantNLP for SMB Market (Real Estate); the onboarding of potential clients and/or customers and the entering of formal business agreements with each such potential client or customer; the success of the Company’s outreach program; the Company’s future growth prospects and intentions to pursue one or more viable business opportunities; the development of the Company’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 the Company or industry generally; the market for the Company’s current and proposed product offerings, as well as the Company’s ability to capture market share; the Company’s strategic investments and capital expenditures, and related benefits; the distribution methods expected to be used by the Company to deliver its product offerings; the competitive landscape within which the Company operates and the Company’s market share or reach; the Company making meaningful increases to its revenue profile; the Company continuing to increase its revenue; the Company’s ability to generate cash flow from operations and from financing activities; the Company’s ability to obtain, maintain, and renew or extend, applicable authorizations, including the timing and impact of the receipt thereof; the Company hitting its anticipated sales from continuing operations; the Company hitting its forecasted revenue, customer acquisition and sales projections; the performance of the Company’s business and the operations and activities of the Company; the intention of the Company to complete the financing and any additional offering of securities of the Company and the aggregate amount of the total proceeds that the Company will receive pursuant to the current financing and/or any future offering; the Company’s expected use of the net proceeds from the current financing and/or any future offering; the Company closing on the entire current financing; and the Company applying and receiving any required approvals from the CBOE Exchange in relation to the listing of its common shares in the expected timeframe.

CONTINUED on PAGE 2

DISCLAIMER

Caution Regarding Forward-Looking Information (cont.)

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 the Company's business objectives and strategies as established by the Company; the Company 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 the Company may from time to time participate; the Company will have sufficient working capital and the ability to obtain the financing required in order to develop and continue its business and operations; the Company 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 the Company conducts business and any other jurisdiction in which the Company may conduct business in the future; the Company will be able to generate cash flow from operations; the Company 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; the Company 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 the Company or its business; the Company will be able to successfully complete its patent application and secure its proprietary technology and intellectual property; the Company will be able to successfully compete in the industry; the Company will be able to effectively manage anticipated and unanticipated costs; the Company will be able to maintain internal controls over financial reporting and disclosure, and procedures in order to ensure compliance with applicable laws; the Company will be able to conduct its operations in a safe, efficient and effective manner; general market conditions will be favourable with respect to the Company's future plans and goals; future pricing of the Company's products; the Company will reach the anticipated sales from continuing operations; the Company will complete the current financing; the Company's will use of the net proceeds from the current financing and/or any future offering as outlined herein; the Company will hit its forecasted revenue and sales projections; the Company will make meaningful increases to its revenue profile; the Company will continue to increase its revenue; the Company closing on the entire financing, and the Company applying and receiving any required approvals from the CBOE Exchange in relation to the listing of its common shares in the expected time frame.

Although considered reasonable by management of the Company 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, the Company's inability to attract and retain qualified members of management and board of directors and advisors to grow the Company'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; the Company's failure to complete future acquisitions and/or enter into strategic business relationships; the Company's failure to formally enter into formal agreements with potential clients or customers; unanticipated changes in the industry in which the Company may from time to time conduct its business and operations, including the Company's inability to respond or adapt to such changes; the Company'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; the Company's inability to secure desirable partnership agreements on favourable terms; risks relating to projections of the Company's operations; the Company'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 the Company may not expand its product portfolio past its current contemplated product offering; the Company's failure to utilize the use of proceeds from the current financing and/or any future offering as expected and/or disclosed; risk that the Company will not reach the anticipated sales from continuing operations; risk that the Company will not hit its forecasted revenue and sales projections; risk that the Company will be unable to increase its revenue profile and that it will decrease and/or plateau; risk that the Company will be unable to close on the entire current financing; and risks that the Company will be unable to receive the required approval from the CBOE 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 Presentation. In light of the significant uncertainties inherent to the forward-looking statements included in this Presentation, the inclusion of such information should not be regarded as a representation or warranty by the Company or any other person that the Company'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 expectations upon which they are placed will occur. Except to the extent required by applicable laws or rules, the Company undertakes no obligation to update or revise any forward-looking statements included in this Presentation.

Future Oriented Financial Information

This Presentation may contain future oriented financial information ("FOFI") within the meaning of applicable Canadian securities laws and applicable United States securities laws, about prospective results of operations, prospective financial performance, financial position or cash flows and specifically with respect to profit and loss, quarterly revenues and net income from sales, all of which are based on assumptions about future economic conditions, courses of action, and management's assessment of the relevant information currently available, which FOFI is not presented in the format of a historical balance sheet, income statement or cash flow statement. The FOFI has been prepared by management of the Company to provide an outlook of the Company's activities and results, and has been prepared based on a number of assumptions including the assumptions discussed above under the heading "Forward-Looking Statements" and assumptions with respect to the costs and expenditures to be incurred by the Company, capital expenditures and operating costs, taxation rates for the Company and general and administrative expenses. Management does not have, or may not have had at the relevant date, firm commitments for all of the costs, expenditures, prices or other financial assumptions which may have been used to prepare the FOFI or assurance that such operating results will be achieved and, accordingly, the complete financial effects of all of those costs, expenditures, prices and operating results are not, or may not have been at the relevant date of the FOFI, objectively determinable.

Importantly, the FOFI contained in this Presentation are, or may be, based upon certain additional assumptions that the management believes to be reasonable based on the information currently available to the management, including, but not limited to, assumptions about: (i) the future pricing for the Company's products, (ii) the future market demand and trends within which the Company may from time to time conduct its business, (iii) the Company's ongoing patent process, (iv) the Company's operating cost estimates, (v) the Company's net proceeds from the current offering; and the Company's proposed or expected market margins and revenues; and the Company's current or future partnership agreements.

The FOFI or financial outlook contained in this Presentation do not purport to present the Company's financial condition in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and there can be no assurance that the assumptions made in preparing the FOFI will prove accurate. The actual results of operations of the Company and the resulting financial results will likely vary from the amounts set forth in the analysis presented in any such document, and such variation may be material (including due to the occurrence of unforeseen events occurring subsequent to the preparation of the FOFI). The Company and its management believe that the FOFI has been prepared on a reasonable basis, reflecting management's best estimates and judgments as at the applicable date. The FOFI and financial outlooks contained in this Presentation have been approved by management as of April 1, 2024. However, because this information is highly subjective and subject to numerous risks including the risks discussed above under the heading "Forward-Looking Statements", FOFI or financial outlook within this Presentation should not be relied on as necessarily indicative of future results. Readers are cautioned not to place undue reliance on the FOFI or financial outlook contained in this Presentation and should not use FOFI and financial outlook contained in this Presentation for the purposes other than those for which it is disclosed here. Except as required by applicable Canadian securities laws, the Company does not intend, and does not assume any obligation, to update such FOFI.

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Industry Problems Today



Client conversations are **costly, ineffective** and often **highly inefficient** due to staffing challenges.

- LANGUAGE BARRIERS
- ON-BOARDING COSTS
- LOW PRODUCTIVITY
- EMPLOYEE SOFT COSTS
- FACILITY COSTS
- HIGH EMPLOYEE CHURN

The Consequences

- DISAPPOINTED USERS
 - FACILITY COSTS
 - DISENGAGED CUSTOMERS
 - SERVICE ABANDONMENT
- 

Who We Are

At the forefront of the **Conversational AI** Platform-as-a-Service market.

We are **SYNTHEIA**.

- Our **Platform-as-a-Service** delivers precise human conversations.
- Focusing on **proprietary algorithms** for **Natural Language Processing**.
- Focusing on **Tonality, Sentiment,** and **Conversational Behavior**.

>50k **Successful**
Conversations

In The Pipeline



Contract: Q2 2024

THE CLIENT: Investor Relations Marketing Firm

THE CHALLENGE: Missed inbound calls due to staffing.

THE SOLUTION: AgentNLP

- Onboarded in June 2023
- Thousands of calls handled
- Added Outbound Dialing Service



Contract: Q2 2024

THE CLIENT: Automotive Dealership Group

THE CHALLENGE: Missed inbound calls due to staffing.

THE SOLUTION: AgentNLP

- Onboarded in August 2023
- Thousands of calls handled
- Adding 2nd Location in Q3

(1) There currently are no existing contractual arrangements with the above noted entities as the Company has only commenced initial discussions with respect to the potential onboarding of each entity as clients. The Company makes no assurances that they will be successful in onboarding such clients and signing formal business agreements with each of them

DrivenBrands⁽¹⁾

CARSTAR[®]

Contract: Q2 2024

THE CLIENT:

North American Automotive Services
Leader with 4400+ locations.

THE CHALLENGE:

Need to perform thousands of outbound
client satisfaction calls each day.

THE SOLUTION: AgentNLP

- Currently Onboarding
- 3,000 Calls Per Month Scheduled
- Integrated with CRM
- Ramp to over 20,000 Calls per mo.

Client satisfaction sparked
service expansion.

In The Pipeline⁽¹⁾



BUSINESS CHALLENGE

- 20,000 calls per mo.
- 100 staff
- 1/3 of all inbound calls focused on status updates

PROPOSED SOLUTION – AgentNLP

- Multilingual Inbound Agent



BUSINESS CHALLENGE

- TD Auto Finance Group
- Very Poor On-boarding Experience

PROPOSED SOLUTION – AgentNLP

- Multilingual Outbound On-Boarding Agent



LUCID

BUSINESS CHALLENGE

- 30,000 Sales Leads
- Long Training / Onboarding Cycle

PROPOSED SOLUTION – AgentNLP

- Outbound Sales Agent
- CRM Integration



BUSINESS CHALLENGE

- Downsizing, Lack of Staff to handle calls

PROPOSED SOLUTION – ivrNLP

- Inbound Agent
- Real Estate Listing Integration

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Vast Market Opportunities

Conversational AI:
Unprecedented growth,
transforming customer
interactions globally.

\$9.9B

Conversational AI Market
In 2023.⁽¹⁾

\$32B

Market Size
By 2030.⁽³⁾

21.5%

Compounded Annual
Growth Rate
(CAGR)⁽²⁾

The Global Conversational AI market
is projected to reach \$32.62B by
2030.⁽³⁾

1, 2, 3 [Global Market Insights](#) "Conversational AI Market" September 2023

Competitive Landscape



The Difference

Developing **proprietary algorithms** to deliver **human-like conversations** is what we do.

Our focus on **Tonality, Sentiment** and **Conversational Behavior** sets us apart from the rest.

During the Covid-19 Pandemic, WestJet Hold times were estimated at 2299 Minutes. (1)

1 CTV News "Canadian Airlines are inundated with Covid-19 flight cancellations" March 15, 2020

84%

Success Rate
In Collecting required
Client Data

700

Outbound Calls
In 3 Hours

98%

Success
In outreach
Program.

Barriers to Entry

Patents on our **proprietary algorithms** protect our **intellectual property**.

Bereskin&Parr a **leading patent law firm** is engaged on **multiple applications**.

- Voice Tonality
- Semantics
- Idiomatic Expressions
- Direct & Indirect Cues
- Emotional
- Nuances

3

Patent Applications In Progress (1)

3

Trademarks Registered



Bereskin&Parr

1) The Company has engaged Bereskin & Parr LLP to assist with the preparation of three USPTO patent applications with respect to the Company's NLP and AI technology. There is no assurance that the submission of these applications, once finalized, will result in the successful issuance of patents

Our Products



AgentNLP

Call Center Solution ⁽¹⁾

- Enterprise Clients
- Inbound & Outbound Conversations
- Multilingual Conversations
- API Integration (CRM, ERP, etc.)



OrderNLP

Drive Thru Restaurants (QSRs) ⁽²⁾

- Multilingual Conversations
- Industry Vocabulary
- API Integration (POS Systems)



AssistantNLP

AI Assistant ⁽¹⁾

- Small Medium Clients
- Multilingual Conversations
- Templated Solution / No-Code
- API Integration (Reservation Platforms)

1) User Interface for this product requires final development to be completed in Q2 2024
2) User Interface for this product requires final development to be completed in Q2 2025

Our Milestones

2021

- Q4 • Assembled Team
 - Developed Business Plan

2022

- Q1,2 • Commenced Development of NLP Technology
- Q3,4 • Refined NLP engine
 - Began development of user voice input

2023

- Q1,2 • Built Beta version of Platform
 - Began Alpha Testing
 - Launched Website & Demo
- Q3,4 • Filed for Trademarks OrderNLP / AgentNLP
 - Launched Beta Clients
 - Commenced Discussions⁽¹⁾



DrivenBrands



AIR CANADA CARGO



2024

- Q1 • Launching beta AssistantNLP for SMB Market (Restaurant Vertical)

SOLONA

LAVELLE

GRAZIE
VAUGHAN



- Q2 • User Interface development and pre-commercialization testing
- Q3 • Commercially Launching AgentNLP & AssistantNLP
- Q4 • Launch beta OrderNLP for Drive Thru Restaurant Market

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Revenue Stream

PLATFORM AS A SERVICE

Enterprise Clients



AgentNLP



OrderNLP

- Subscription Model
- Development / Setup Fee
- Integration Fee
- Monthly Recurring Revenue
- Multi Year Contracted Revenue

SMB Clients



AssistantNLP

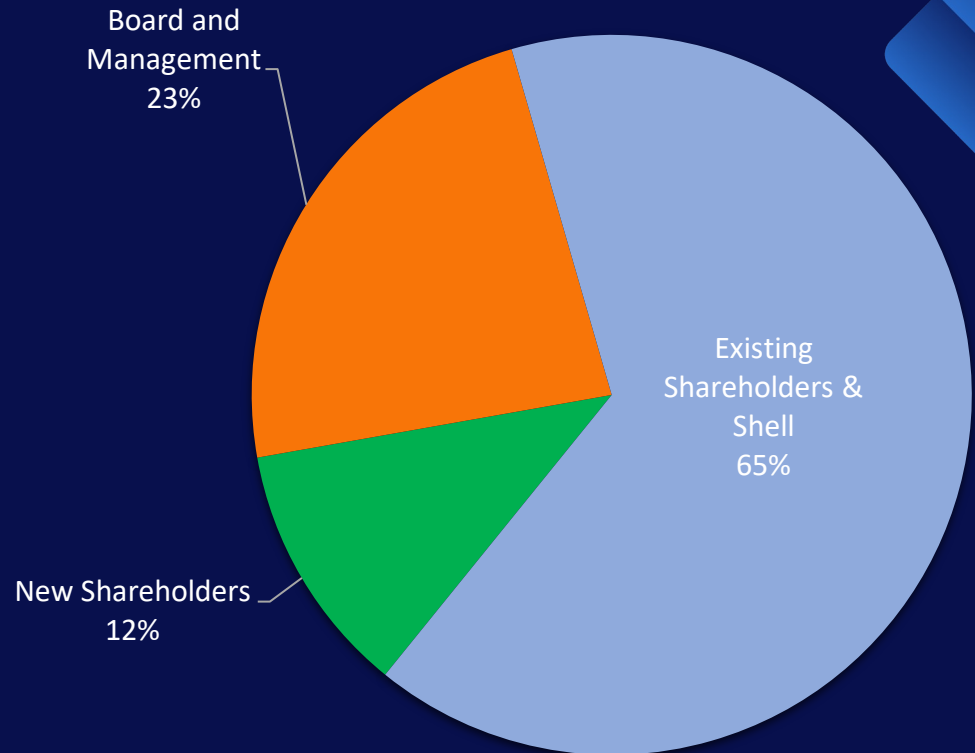
- Subscription Model
- Self-Serve / No-Code
- Templated Solutions by Industry
- Monthly Recurring Revenue
- Month to Month or Yearly Rates

Pro-Forma Capitalization

Pro-Forma Capitalization

Assumes \$3.5M Raise

Syntheia Share Price	\$ 0.35
Debt	Nil
Board and Management	17,550,185
Existing Shareholders & Shell	49,202,914
Total shares outstanding	66,753,099
Pre-Money Market Capitalization	<u>\$ 23,363,585</u>
New Shareholders (subscription financing)	10,000,000
Total shares outstanding (post subscription financing)	76,753,099
Post-Money Market Capitalization	<u>\$ 26,863,585</u>
Options Issued	9.5M (.25 cents)
Warrants Issued	~702k (.25 cents) ~5.3M (.35 cents) ~10M (.50 cents) ~800k (.35 cents)
Fully Diluted Shares Outstanding	103,985,044



* Based on maximum financing completed

\$ 3.5M Financing

for up to 10M Subscription Receipts @ \$0.35 with a 24 month full warrant @ \$0.50

Financing Costs	\$295,000
General and Administrative	\$987,600
Product Development	\$746,200
Sales and Marketing	\$1,196,200
Professional Fees	\$275,000
Total	\$3,500,000

** Based on \$3,500,000 maximum financing being completed*

THE COMPANY HAS APPLIED TO HAVE ITS COMMON
SHARES LISTED ON **CBOE CANADA INC.**

Listing is subject to the Company fulfilling all of the Exchange's listing requirements.

Meet The Team



Tony Di Benedetto

CHIEF EXECUTIVE OFFICER

Tony has nearly 20 years of IT entrepreneurship, mergers and acquisitions, and capital markets experience. As a seasoned technology business leader, Tony has successfully built and brought multiple tech businesses to market.



Richard Buzbuzian

PRESIDENT

Richard Buzbuzian is a capital markets executive with over 25 years of investment experience in Canada and Europe and operates a family office with an investment portfolio of public and pre-IPO companies. Mr. Buzbuzian holds a degree from the University of Toronto.



Paul Di Benedetto

CHIEF TECHNOLOGY OFFICER

Paul is a technology visionary with expertise in blockchain and AI. With more than 20 years of experience in technology, he has led numerous teams to success in his career. With over 10 successful patents issued, he is responsible for overseeing the development of patent-approved technology.



Veronique Laberge

CHIEF FINANCIAL OFFICER

Veronique 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.



Emilio Iantorno

VP OF PRODUCT & EXPERIENCE STRATEGY

Emilio, a 20-year design veteran, specializes in crafting engaging product experiences for diverse audiences and industries. Emilio leads the SYNTHEDIA product design process, effectively harnessing the best technology to tackle business challenges.



Erik Chau

SR. DEVELOPMENT ENGINEER

Erik Chau, is a Senior Development Engineer specializing in designing and building artificial intelligence algorithms. His advanced degrees suggest a strong background in both the theoretical and practical aspects of engineering and applied sciences.

Meet The Board



Tony Di Benedetto

CHIEF EXECUTIVE OFFICER

Tony has nearly 20 years of IT entrepreneurship, mergers and acquisitions, and capital markets experience. As a seasoned technology business leader, Tony has successfully built and brought multiple tech businesses to market.



Richard Buzbuzian

PRESIDENT

Richard Buzbuzian is a capital markets executive with over 25 years of investment experience in Canada and Europe and operates a family office with an investment portfolio of public and pre-IPO companies. Mr. Buzbuzian holds a degree from the University of Toronto.



Chris Irwin

DIRECTOR

Chris 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.



Rob Montemarano

DIRECTOR

Rob has been involved in corporate and project financing activities in real estate, technology, mineral exploration, hospitality, restaurants and a variety of other industries. He is on the advisory board of Drone Delivery Canada and a director of EV Minerals Corporation.

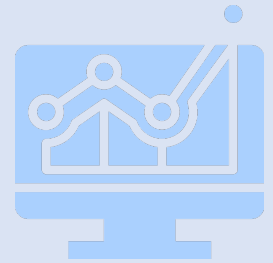


Steven Silvestro

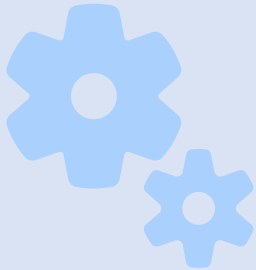
DIRECTOR

Steven Silvestro, 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 Steven has become expert in restaurant operations, menu and recipe creation, inventory and costing.

An **Opportunity** to be part of the **Conversational AI** **Revolution**



- ✓ Commercially Ready
- ✓ Scalable Technology
- ✓ Proven Team
- ✓ Focus On Niche Algorithms



Reach Out To Us Today

Invest in Revolutionizing the Future of Customer Engagement.

Tony Di Benedetto

CHAIRMAN / CHIEF EXECUTIVE OFFICER

T: +1 (416) 791-9399

E: tony@syntheia.ai

Paul Di Benedetto

CHIEF TECHNOLOGY OFFICER

T: +1 (416) 791-8646

E: paul@syntheia.ai

Richard Buzbuzian

PRESIDENT

T: +1 (647) 501-3290

E: richard@syntheia.ai



SYNTHEIA
CONVERSATIONAL AI SOLUTIONS

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+1 (844) 796-8434



10-6175 Highway 7
Vaughan, Ontario
L4H 0P6 Canada



www.syntheia.ai

DISCLAIMER

PURCHASERS' RIGHTS OF ACTION

The following rights of action for damages or rescission will only apply to a purchase of securities of the Company in the event that the foregoing Presentation is deemed to be an offering memorandum pursuant to applicable securities legislation. These remedies, or notice with respect thereto, must be exercised, or delivered, as the case may be, by the purchaser within the time limits prescribed by the applicable provisions of such provincial securities legislation. Recipients should refer to such applicable securities legislation for the complete text of these rights or consult with a legal adviser. A "misrepresentation" is an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make any statement not misleading or false in the light of the circumstances in which it was made.

These remedies must be commenced by the purchaser within the time limits prescribed and are subject to the defences contained in the applicable securities legislation. Each purchaser should refer to the provisions of the applicable securities laws for the particulars of these rights or consult with a legal advisor.

The following rights are in addition to and without derogation from any other right or remedy which purchasers may have at law and are intended to correspond to the provisions of the relevant securities laws and are subject to the defences contained therein. The following summaries are subject to the express provisions of the applicable securities statutes and instruments in the below-referenced provinces and the regulations, rules and policy statements thereunder and reference is made thereto for the complete text of such provisions.

Ontario Investors

Under Ontario securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer or any selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of 180 days from the date the purchaser first had knowledge of the facts giving rise to the cause of action and three years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are not available for a purchaser that is (a) a Canadian financial institution or a Schedule III Bank (each as defined in National Instrument 45-106 – Prospectus Exemptions), (b) the Business Development Bank of Canada incorporated under the Business Development Bank of Canada Act (Canada), or (c) a subsidiary of any person referred to in paragraphs (a) and (b), if the person owns all of the voting securities of the subsidiary, except the voting securities required by law to be owned by directors of that subsidiary.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to an Ontario purchaser. The foregoing is a summary of the rights available to an Ontario purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. Ontario purchasers should refer to the complete text of the relevant statutory provisions.

Alberta, British Columbia and Quebec Investors

By purchasing securities of the company, purchasers in Alberta, British Columbia and Quebec are not entitled to the statutory rights described above. In consideration of their purchase of the securities and upon accepting a purchase confirmation in respect thereof, these purchasers are hereby granted a contractual right of action for damages or rescission that is substantially the same as the statutory right of action provided to residents of Ontario who purchase securities.

Saskatchewan Investors

Under Saskatchewan securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer, every director and promoter of the issuer or any selling security holder as of the date of the offering memorandum, every person or company whose consent has been filed under the offering memorandum, every person or company that signed the offering memorandum or the amendment to the offering memorandum and every person or company who sells the securities on behalf of the issuer or selling security holder under the offering memorandum, or while still the owner of the securities, for rescission against the issuer or selling security holder if the offering memorandum contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or the others listed above. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and the others listed above will have no liability. In the case of an action for damages, the issuer and the others listed above will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

Other defences in Saskatchewan legislation include that no person or company, other than the issuer, will be liable if the person or company proves that (a) the offering memorandum or any amendment to it was sent or delivered without the person's or company's knowledge or consent and that, on becoming aware of it being sent or delivered, that person or company immediately gave reasonable general notice that it was so sent or delivered, or (b) with respect to any part of the offering memorandum or any amendment to it purporting to be made on the authority of an expert, or purporting to be a copy of, or an extract from, a report, an opinion or a statement of an expert, that person or company had no reasonable grounds to believe and did not believe that there had been a misrepresentation, the part of the offering memorandum or any amendment to it did not fairly represent the report, opinion or statement of the expert.

No person or company, other than the issuer, is liable for any part of the offering memorandum or the amendment to the offering memorandum not purporting to be made on the authority of an expert and not purporting to be a copy of or an extract from a report, opinion or statement of an expert, unless the person or company (a) failed to conduct a reasonable investigation sufficient to provide reasonable grounds for a belief that there had been no misrepresentation, or (b) believed there had been a misrepresentation.

Similar rights of action for damages and rescission are provided in Saskatchewan legislation in respect of a misrepresentation in advertising and sales literature disseminated in connection with an offering of securities.

Saskatchewan legislation also provides that where an individual makes a verbal statement to a prospective purchaser that contains a misrepresentation relating to the security purchased and the verbal statement is made either before or contemporaneously with the purchase of the security, the purchaser has, without regard to whether the purchaser relied on the misrepresentation, a right of action for damages against the individual who made the verbal statement.

In addition, Saskatchewan legislation provides a purchaser with the right to void the purchase agreement and to recover all money and other consideration paid by the purchaser for the securities if the securities are sold by a vendor who is trading in Saskatchewan in contravention of Saskatchewan securities legislation, regulations or a decision of the Financial and Consumer Affairs Authority of Saskatchewan.

The Saskatchewan legislation also provides a right of action for rescission or damages to a purchaser of securities to whom an offering memorandum or any amendment to it was not sent or delivered prior to or at the same time as the purchaser enters into an agreement to purchase the securities, as required by the Saskatchewan legislation.

A purchaser who receives an amended offering memorandum has the right to withdraw from the agreement to purchase the securities by delivering a notice to the issuer or selling security holder within two business days of receiving the amended offering memorandum.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Saskatchewan purchaser. The foregoing is a summary of the rights available to a Saskatchewan purchaser. Not all defences upon which an issuer or others may rely are described herein. Saskatchewan purchasers should refer to the complete text of the relevant statutory provisions.

Manitoba Investors

If an offering memorandum or any amendment thereto, sent or delivered to a purchaser contains a misrepresentation, the purchaser who purchases the security is deemed to have relied on the misrepresentation if it was a misrepresentation at the time of the purchase and has a statutory right of action for damages against the issuer, every director of the issuer at the date of the offering memorandum, and every person or company who signed the offering memorandum. Alternatively, the purchaser may elect to exercise a statutory right of rescission against the issuer, in which case the purchaser will have no right of action for damages against any of the aforementioned persons.

Unless otherwise provided under applicable securities legislation, no action shall be commenced to enforce any of the foregoing rights more than: (a) in the case of an action for rescission, 180 days from the date of the transaction that gave rise to the cause of action, or (b) in the case of an action for damages, the earlier of (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action, or (ii) two years after the date of the transaction that gave rise to the cause of action.

A purchaser to whom the offering memorandum is required to be sent may rescind the contract to purchase the securities by sending a written notice of rescission to the issuer not later than midnight on the second day, excluding Saturdays, Sundays and holidays, after the purchaser signs the agreement to purchase the securities.

Securities legislation in Manitoba provides a number of limitations and defences to such actions, including:

- in an action for rescission or damages, no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- in an action for damages, no person or company will be liable for all or any portion of the damages that it proves do not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- in no case will the amount recoverable under the right of action described above exceed the price at which the securities were offered under the offering memorandum.

New Brunswick Investors

Under New Brunswick securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages, or while still the owner of the securities, for rescission against the issuer and any selling security holder in the event that the offering memorandum, or a document incorporated by reference or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages is exercisable not later than the earlier of one year from the date the purchaser first had knowledge of the facts giving rise to the cause of action and six years from the date on which payment is made for the securities. The right of action for rescission is exercisable not later than 180 days from the date on which payment is made for the securities. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or any selling security holder. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer and any selling security holder will have no liability. In the case of an action for damages, the issuer and any selling security holder will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a New Brunswick purchaser. The foregoing is a summary of the rights available to a New Brunswick purchaser. Not all defences upon which an issuer, selling security holder or others may rely are described herein. New Brunswick purchasers should refer to the complete text of the relevant statutory provisions.

DISCLAIMER

Nova Scotia Investors

Under Nova Scotia securities legislation, certain purchasers who purchase securities offered by an offering memorandum during the period of distribution will have a statutory right of action for damages against the issuer or other seller and the directors of the issuer as of the date the offering memorandum, or while still the owner of the securities, for rescission against the issuer or other seller if the offering memorandum, or a document incorporated by reference in or deemed incorporated into the offering memorandum, contains a misrepresentation without regard to whether the purchasers relied on the misrepresentation. The right of action for damages or rescission is exercisable not later than 120 days from the date on which payment is made for the securities or after the date on which the initial payment for the securities was made where payments subsequent to the initial payment are made pursuant to a contractual commitment assumed prior to, or concurrently with, the initial payment. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the issuer or other seller or the directors of the issuer. In no case will the amount recoverable in any action exceed the price at which the securities were offered to the purchaser and if the purchaser is shown to have purchased the securities with knowledge of the misrepresentation, the issuer or other seller and the directors of the issuer will have no liability. In the case of an action for damages, the issuer or other seller and the directors of the issuer will not be liable for all or any portion of the damages that are proven to not represent the depreciation in value of the securities as a result of the misrepresentation relied upon.

In addition, a person or company, other than the issuer, is not liable with respect to any part of the offering memorandum or any amendment to the offering memorandum not purporting (a) to be made on the authority of an expert or (b) to be a copy of, or an extract from, a report, opinion or statement of an expert, unless the person or company (i) failed to conduct a reasonable investigation to provide reasonable grounds for a belief that there had been no misrepresentation or (ii) believed that there had been a misrepresentation.

A person or company, other than the issuer, will not be liable if that person or company proves that (a) the offering memorandum or any amendment to the offering memorandum was sent or delivered to the purchaser without the person's or company's knowledge or consent and that, on becoming aware of its delivery, the person or company gave reasonable general notice that it was delivered without the person's or company's knowledge or consent, (b) after delivery of the offering memorandum or any amendment to the offering memorandum and before the purchase of the securities by the purchaser, on becoming aware of any misrepresentation in the offering memorandum or any amendment to the offering memorandum, the person or company withdrew the person's or company's consent to the offering memorandum or any amendment to the offering memorandum, and gave reasonable general notice of the withdrawal and the reason for it, or (c) with respect to any part of the offering memorandum or any amendment to the offering memorandum purporting (i) to be made on the authority of an expert, or (ii) to be a copy of, or an extract from, a report, an opinion or a statement of an expert, the person or company had no reasonable grounds to believe and did not believe that (A) there had been a misrepresentation, or (B) the relevant part of the offering memorandum or any amendment to the offering memorandum did not fairly represent the report, opinion or statement of the expert, or was not a fair copy of, or an extract from, the report, opinion or statement of the expert.

These rights are in addition to, and without derogation from, any other rights or remedies available at law to a Nova Scotia purchaser. The foregoing is a summary of the rights available to a Nova Scotia purchaser. Not all defences upon which an issuer or other seller or others may rely are described herein. Nova Scotia purchasers should refer to the complete text of the relevant statutory provisions.

Prince Edward Island Investors

If an offering memorandum, together with any amendment thereto, is delivered to a purchaser and the offering memorandum, or any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person or company who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons or company).

No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action.

Securities legislation in Prince Edward Island provides a number of limitations and defences to such actions, including:

- a) no person or company will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.

In addition, a person is not liable with respect to a misrepresentation in forward-looking information ("FLI") if: (a) the offering memorandum containing the FLI also contains, proximate to the FLI: (i) reasonable cautionary language identifying the FLI as such and identifying material factors that could cause actual results to differ materially from a conclusion, forecast or projection in the FLI; and (ii) a statement of the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set out in the FLI; and (b) the person had a reasonable basis for drawing the conclusions or making the forecast or projections set out in the FLI.

The above paragraph does not relieve a person of liability respecting FLI in a financial statement required to be filed under Prince Edward Island securities laws.

Newfoundland and Labrador Investors

If an offering memorandum, together with any amendment thereto, contains a misrepresentation, a purchaser has, without regard to whether the purchaser relied on the misrepresentation, a statutory right of action for damages against (a) the issuer, (b) subject to certain additional defences, against every director of the issuer at the date of the offering memorandum and (c) every person who signed the offering memorandum, but may elect to exercise the right of rescission against the issuer (in which case the purchaser shall have no right of action for damages against the aforementioned persons).

No action shall be commenced to enforce the right of action discussed above more than: (a) in the case of an action for rescission, 180 days after the date of the transaction that gave rise to the cause of action; or (b) in the case of any action for damages, the earlier of: (i) 180 days after the purchaser first had knowledge of the facts giving rise to the cause of action; or (ii) three years after the date of the transaction that gave rise to the cause of action. Securities legislation in Newfoundland and Labrador provides a number of limitations and defences to such actions, including:

- a) no person will be liable if it proves that the purchaser purchased the securities with knowledge of the misrepresentation;
- b) in an action for damages, the defendant is not liable for all or any portion of the damages that it proves does not represent the depreciation in value of the securities as a result of the misrepresentation relied upon; and
- c) in no case shall the amount recoverable under the right of action described herein exceed the price at which the securities were offered under the offering memorandum, or any amendment thereto.

TAXATION

Prospective investors should be aware that the purchase of securities of the Company or any entity related thereto may have tax consequences both in Canada and in the United States. Each prospective investor is strongly encouraged to consult its own tax advisor concerning any purchase of securities of the Company or any entity related thereto and the holding and disposition of any such securities. This presentation does not address the tax consequences of the purchase, ownership or disposition of any such securities.

RESALE RESTRICTIONS

The securities are being offered on a private placement basis in reliance upon prospectus or registration exemptions under applicable securities legislation. Resale of the securities offered will be subject to restrictions under (i) applicable securities legislation, which will vary depending on the relevant jurisdiction, (ii) the governing documents of the Company or any applicable entity related thereto, and (iii) the subscription agreements to be entered between the Company and the investors.

IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE COMPANY, INCLUDING THE MERITS AND RISKS INVOLVED. THE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE U.S. SECURITIES AND EXCHANGE COMMISSION OR BY ANY STATE OR PROVINCIAL SECURITIES COMMISSION OR REGULATORY AUTHORITY, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED ON THE ACCURACY OR ADEQUACY OF THE PRESENTATION. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

