

The Depository Trust Company
IMPORTANT

B#: 2944-08
DATE: February 1, 2008
TO: All Participants
CATEGORY: Dividends
FROM: Specialist, Stock Dividend Department
ATTENTION: Dividend Managers, Cashiers, and Reorganization Managers
SUBJECT: Rights: 20-20 Technologies Inc.
CUSIP: 90137E106
Type of Right: Shareholder Rights Plan

*******POISON PILL NOTICE*******

Evolving Gold Corp. (the “Company”) has declared a Shareholder Rights Plan Agreement (the “Rights Plan”) to shareholders. The Rights Plan is designed to provide the Company’s shareholders and the Board of Directors additional time to assess an unsolicited takeover bid for the Company and, where appropriate, to give the Board of Directors additional time to pursue alternatives for maximizing shareholder value.

For more information see the attached letters provided by the company.

If participants have any questions in regarding this Important Notice, please contact DTC’s Customer Service Helpline at (888) 360-3822.

January 29, 2008

20-20 TECHNOLOGIES INC.



NOTICE OF THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that 20-20 TECHNOLOGIES INC. (the "Company") will hold its Annual and Special Meeting of shareholders (the "Meeting") of the Company at the Salon Maisonneuve, InterContinental Hotel, 360, St-Antoine West, Montreal, Québec, Canada, H2Y 3X4, on Thursday, March 13, 2008 at 11 a.m. (Eastern Daylight Time), for the purposes of:

- (1) receiving and reviewing the financial statements of the Company for the year ended October 31, 2007 and the auditor's report on those statements;

electing the directors of the Company (the "Directors");
- (3) appointing the auditor of the Company and authorizing the Directors to fix the auditor's remuneration;
- (4) considering and, if deemed advisable, adopting a resolution to reconfirm the adoption and ratify the Shareholder Rights Plan adopted by the Board of Directors of the Company on November 29th, 2004 and ratified by the shareholders on April 14th, 2005, the whole as described in the

accompanying management proxy circular. A copy of the Shareholder Rights Plan can be found at www.sedar.com; and

- (5) transacting such other business as may properly come before the Meeting or any adjournment thereof.

The Management Information Circular (the "Circular"), which accompanies this Notice, sets out the details of each of the foregoing items and forms part of this Notice.

Holders of common shares are invited to attend the Meeting. However, only shareholders of record at the close of business on February 7th, 2008 will be entitled to vote, in person or by proxy, at the Meeting.

If you are a shareholder entitled to vote at the Meeting but are unable to attend the Meeting in person, please exercise your right to vote by proxy on the matters to be considered at the Meeting. To be effective, proxies must be sent to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare") by mail in the enclosed envelope or in an envelope addressed to Computershare Investor Services Inc. at 1500 University Street, Suite 700, Montreal, Québec, H3A 3S8 or by fax to 1-866-249-7775/ 1-416-263-9524 and must be received by Computershare no later than 5:00 p.m. (Eastern Daylight Time) on March 11, 2008 or, if the Meeting is adjourned, no later than 48 hours before any reconvened meeting.

By order of the Board of Directors,

(Signed) Pierre L. Lambert
Corporate Secretary
Laval, January 29, 2008

NAME OF DIRECTOR	BOARD	COMMITTEE
Ghislain St-Pierre	7	4 (Compensation)
Total	7	4 (Audit) 4 (Compensation) 2 (Governance)
Overall Attendance	94.3%	93.8% (Audit) 100% (Compensation) 100% (Governance)

(1) Resigned for personal reasons on September 13th, 2007

(2) Director since September 13th, 2007

Appointment of Auditor and Auditor's Remuneration

The Board recommends that Raymond Chabot Grant Thornton, LLP, Chartered Accountants, be re-appointed as the Company's auditor to hold office until the close of the next annual meeting of shareholders and that the Directors be authorized to fix the auditor's remuneration. Representatives of Raymond Chabot Grant Thornton, LLP will be present at the Meeting. Raymond Chabot Grant Thornton, LLP has served as auditor of the Company since 2002.

The persons named in the enclosed proxy intend to vote for the re-appointment of Raymond Chabot Grant Thornton, LLP, Chartered Accountants, 600 de La Gauchetière Street West, Montreal, Québec as auditor of the Company to hold office until the next annual meeting of shareholders and in favour of authorizing the Directors to fix the auditor's remuneration.

Reconfirmation of Shareholder Rights Plan

The Shareholder Rights Plan (the « Rights Plan ») was originally approved by the shareholders of the Company on November 29, 2004 and reconfirmed at the Company's 2005 annual and special meeting of shareholders on March 4, 2005 and evidenced by the shareholder rights plan agreement entered into between the Company and Computershare Trust Company of Canada, as Rights Agent, dated December 8, 2004.

Under the terms of the Rights Plan, the Board is required to submit to, at or prior to the Company's 2008 annual and special meeting of shareholders, a resolution ratifying the continued existence of the Rights Plan to the common shareholders of the Company for their consideration and, if thought advisable, approval. If the continued existence of the Rights Plan is approved, then the Rights Plan will expire in accordance with its term upon the termination of the Company's annual and special meeting of shareholders in 2011. The full text of the resolution approving the amendments is attached to this Circular as Schedule 2. Unless instructed to vote against in the accompanying form of proxy, it is the intention of the persons named therein to vote the shares represented thereby in favour of reconfirmation of the Rights Plan.

The Rights Plan is designed to provide the Company's shareholders and the Board of Directors additional time to assess an unsolicited take-over bid for the Company and, where appropriate, to give the Board of Directors additional time to pursue alternatives for maximizing shareholder value. It also encourages fair treatment of all shareholders by providing them with an equal opportunity to participate in a take-over bid. In recommending the confirmation and ratification of the Rights Plan, it is not the intention of the Board of Directors to preclude a bid for control of the Company. The Rights Plan provides various mechanisms whereby shareholders may tender their Shares to a take-over bid as long as the bid meets the "Permitted Bid" criteria. Furthermore, even in the context of a take-over bid that would not meet the

Permitted Bid criteria, the Board of Directors would still have a duty to consider any take-over bid for the Company and consider whether or not it should waive the application of the Rights Plan in respect of such bid. In discharging such duty, the Board of Directors must act honestly and in good faith with a view to the best interests of the Company and its shareholders.

A number of recent decisions rendered by the Canadian securities regulators relating to the shareholder rights plans have concluded that a board of directors faced with an unsolicited take-over bid will not be permitted to maintain a shareholder rights plan indefinitely to prevent successful completion of the bid, but only to the extent that the board of directors actively seeks alternatives to the bid and there is a reasonable possibility that, given additional time, a value-maximizing alternative will be developed.

The Rights Plan is therefore designed to encourage a potential acquirer who makes a take-over bid to proceed either by way of a Permitted Bid, which requires a take-over bid to satisfy certain minimum standards designed to promote fairness, or with the concurrence of the Board of Directors. If a take-over bid fails to meet these minimum standards and the Rights Plan is not waived by the Board of Directors, the Rights Plan provides that holders of common shares (the "Shares"), other than the acquirer, will be able to purchase additional Shares at a significant discount to market, thus exposing the person acquiring Shares to substantial dilution of its holdings.

The Rights Plan was not adopted in response to any specific proposal to acquire control of the Company, nor is the Board of Directors currently aware of any pending or threatened take-over bid for the Company. The Rights Plan will be in effect for two (2) years, subject to shareholder approval, and shall be reconfirmed at every third annual meeting of the Company thereafter.

In adopting the Rights Plan, the Board of Directors considered the existing legislative framework governing take-over bids in Canada. The Board of Directors believes that such legislation may not provide sufficient time to permit shareholders to consider a take-over bid and make a reasoned and unhurried decision with respect to the take-over bid or, where appropriate, give the Board sufficient time to develop alternatives for maximizing shareholder value. Shareholders may also feel compelled to tender their Shares to a take-over bid, even if they consider such bid to be inadequate, out of a concern that failing to do so may result in a shareholder being left with illiquid or minority discounted shares in the Company. This is particularly so in the case of a partial bid for less than all the Shares, where the bidder wishes to obtain a control position but does not wish to acquire all of the Shares. Finally, while existing securities legislation has addressed many concerns related to unequal treatment of shareholders, there remains the possibility that control of a company may be acquired pursuant to private agreements in which a small group of shareholders disposes of Shares at a premium to market price, which premium is not shared with the other shareholders.

The Rights Plan does not preclude any shareholder from using the proxy mechanism of the Company's governing corporate statute, to promote a change in the Company's management or in the Board of Directors, and it will have no effect on the rights of holders of the Shares to requisition a meeting of shareholders in accordance with the provisions of applicable legislation.

In recent years, unsolicited bids have been made for a number of Canadian public companies, many of which had a shareholder rights plan in force at the time of the unsolicited bid. The Board of Directors believes that this demonstrates that the existence of a shareholder rights plan does not in itself prevent the launch of an unsolicited bid. Furthermore, in a number of cases, a change of control ultimately occurred at a price in excess of the original bid price. There can be no assurance, however, that the Rights Plan would serve to bring about a similar result.

The Rights Plan is not expected to interfere with the Company's day-to-day operations. The continuation of the existing outstanding rights and the issuance of additional rights in the future will not in any way alter the financial condition of the Company, impede its business plans, or alter its financial statements. In addition, the Rights Plan is initially not dilutive. However, if a "Flip-in-Event" occurs and the rights separate from the Shares, reported earnings per share and reported cash flow per share on a fully-diluted

or non-diluted basis may be affected. In addition, holders of rights not exercising their rights after a Flipin- Event may suffer substantial dilution.

Summary

The terms of the Rights Plan are set out in a Shareholders' Rights Plan (the "Rights Agreement") dated as of December 8, 2004 between the Company and Computershare, as rights agent (the "Rights Agent"). A summary has been attached to this Circular as Schedule 2, which summary is qualified in its entirety by reference to the terms of the Rights Agreement. The text of the Rights Agreement can be found at www.sedar.com or is available upon request, free of charge, from the Corporate Secretary or from Computershare at the following addresses:

20-20 Technologies Inc.
400 Armand Frappier Blvd., Suite 2020
Laval, Québec H7V 4B4

Computershare Trust Company of Canada
1500 University Street, Suite 700
Montréal, Québec H3A 3S8

COMPENSATION OF EXECUTIVE OFFICERS

Summary Compensation Table

The following table provides a summary of the compensation earned in respect of the fiscal year ended October 31, 2007 by each of the Company's Chief Executive Officer and Chief Financial Officer and the three next most highly compensated executive officers of the Company who are currently serving as executive officers of the Company (together with the Chief Executive Officer and the Chief Financial Officer, the "Named Executive Officers") for services rendered in all capacities to the Company. The aggregate amount of compensation earned by the Company's Directors and named executive officers as a group, in the fiscal year ended 2007, was C\$1,296,820.

NAME AND PRINCIPAL POSITION WITH THE COMPANY	FISCAL YEAR	ANNUAL COMPENSATION			LONG-TERM COMPENSATION	ALL OTHER COMPENSATION (C\$)
		SALARY (C\$)	BONUS (C\$)	OTHER ANNUAL COMPENSATION (C\$)	SECURITIES UNDER OPTIONS/SARs GRANTED (#)	
JEAN MIGNAULT Chief Executive Officer	2007	309,357	—	33,068 ⁽¹⁾⁽²⁾	—	—
	2006	290,000	169,157	32,507 ⁽¹⁾⁽²⁾	—	—
	2005	293,366	68,644	31,424 ⁽¹⁾⁽²⁾	—	—
JEAN-FRANÇOIS GROU President and Chief Operating Officer	2007	263,255	—	28,308 ⁽¹⁾⁽²⁾	—	—
	2006	218,000	145,174	24,792 ⁽¹⁾⁽²⁾	95,000	—
	2005	242,296	24,453	24,728 ⁽¹⁾⁽²⁾	—	—
STEVE PERRONE Chief Financial Officer	2007	201,678	—	26,100 ⁽¹⁾⁽²⁾	—	—
	2006	200,000	45,000	9,600 ⁽¹⁾	—	—
	2005	168,615	—	8,123 ⁽¹⁾	50,000	—