
ACFAW INC.

« ACFAW »

LISTING STATEMENT

June 1, 2009

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2. Corporate Structure

ACFAW.COM Inc. (“ACFAW” or the Company) head and registered offices are located at 1002 Sherbrooke West, 28th floor, Montreal, Quebec, H3A 3L6.

ACFAW, formerly Emergence Resort Canada Inc. (“Emergence”) which changed its name further to the acquisition of ACFAW on June 1, 2009 was incorporated under the *Alberta Business Corporations Act* on June 21, 2002. On September 23, 2002, its articles were amended in order to remove the “private Company” restrictions. On June 6, 2006, its Articles were continued under the *Canada Business Corporations Act* (the “CBCA”).

Prior to its acquisition by Emergence, ACFAW was incorporated under the the “CBCA” on April 1, 2009.

3. General Development of the Business

Prior to the Acquisition of ACFAW, Emergence was established and organized as a Capital Pool Company pursuant to TSX-V Policy 2.4, in 2003. As Emergence did not complete its Qualifying Transaction within the required delays, its shares were transferred on the NEX Exchange in January 2005. This acquisition constituted Emergence’s Qualifying Transaction.

Acquisition: Emergence issued 6,000,000 common shares (herein referred to as “the Shares”) to acquire ACFAW, based on both:

- ACFAW’s audited balance sheet with assets of \$ 429,667
- And on Emergence’s last 90 day average trading value of \$ 0.07.

Post Acquisition

As a start-up Company, ACFAW has developed a social entrepreneurship business model based on the Web.2 technologies and the fast growing social, community and professional networks on the Web which represent a new marketing revolution within the Internet revolution itself.

After having validated its model with Massachusetts Institute of Technology’s social entrepreneurship specialists, ACFAW has then validated its source of revenues which will, according to its business model, be advertising revenues. This was achieved with a first agreement reached with BV Media, the Canadian Web Advertising Agency.

In the meantime, ACFAW subcontracted the development of a first Website meeting the specifics of its business model which will be online mid-June 2009 enabling to quickly generate revenues since the Website will post advertising.

4. Narrative description of Business

ACFAW develops and markets humanitarian Websites whose missions are to raise awareness on specific causes and to raise money in order to financially support organizations dedicated to such causes.

Fundraising and Internet

In the USA only, \$229 billions were donated by individuals to various humanitarian and religious organizations in 2007 (The Philanthropy Institute); Internet is used to raise part of these funds (10% in 2007) and the trend will keep growing according o the Philanthropy Institute.

Internet in 2009

With more than 1,460,000,000 users around the world, Internet is by far the most powerful medium to inform, to communicate, and to promote products and services.

The new Web.2 generation does not only imply new technologies but also new user profiles more focused on social, community and professional networks where they can play an active part.

Web experts expect this trend to get stronger in the years to come.

The most successful websites in terms of flow of visitors are actually these networking websites (Myspace, Facebook, LinkedIn, Plaxo, etc.) which can reach high market values in just a few years.

A Unique Business Model

ACFAW's unique model enables its Websites to redistribute 100% of the moneys raised on Internet without the usual management and marketing fees which can represent up to 55% of the donors contributions and which legitimately are a major concern for potential donors.

Attractive and Competitive Websites

ACFAW's strategy is to use Internet to raise awareness on specific causes and raise funds as well.

- Its web strategy enables to reach a large potential volume of visitors and potentially donors at minimal costs as its websites are offered with three languages to start with: English, French and Spanish which represent a significant part of the Internet world;
- By using innovative high definition video / blogs / Skype+ type technologies, ACFAW provides powerful tools to the visitors, including monthly photo-video reports on the projects and organizations funded with the contributions received from all donors;
- As “an image is worth a thousand words”, videos are a large component of the websites. They provide information and prevention

materials to the visitors; they also provide reports on the funded programs as well as personality endorsements;

- ACFAW also gives the visitors-donors the opportunities to actively participate online with comments, recommendations, questions, news through blogs, forums, and chat rooms; they can play an active part in supporting the cause far beyond the dollar contribution.
- These innovative marketing tools will attract more and more visitors as the new Web users are more and more inclined to actively participate through networks, blogs, forums, etc... as well as to cooperate and be associated with fully transparent organizations.

A Win-Win Model

ACFAW will actively promote these Websites in order to attract many visitors who are potential donors and, by doing so, ACFAW increases its advertising revenues.

The Marketing Strategy

ACFAW uses:

- Network marketing (individual networks of the founders, key participants and major shareholders through some of the most popular social and professional networks on the web) gives access to several million contacts; this creates the initial base of visitors;
- Web marketing which requires powerful technology modules to constantly update the most important search engines on Internet with key words which draw visitors to the websites; this creates an on-going flow of visitors;
- Partnerships with well established organizations which have large memberships or an already strong web visitor base; this gives access to millions of visitors on punctual operations (early stage discussions with service clubs and international associations in progress);
- Personality endorsements: ACFAW intends to regularly (on a monthly basis or so) post videos of high-profile personalities (media, sport, art, business...) who will support the website mission and who will encourage the public to join and support; this helps to expand the visibility, the exposure and the credibility as well as to regularly create a new flow of visitors;
- Monthly e-mails will be sent to the registered visitors and donors to invite them to visit the website again to see how their contributions are used and to discover new material available as well as to discover the personality of the month; this will maintain a regular flow of visitors;

The Revenues

ACFAW's revenue is based on paid advertising posted on the websites.

- ACFAW sub-contracts to respected and experienced Web Advertising Agencies in each country where the websites are actively promoted

and pay a commission to these Agencies based on the revenue generated; typically, the commission varies between 40 to 50%.

- ACFAW has the right to refuse some advertisers or products or services which can be in conflict of interest with the humanitarian cause promoted on the website;
- Specific softwares track records of the website activity on a monthly basis; they are used by the Web Advertising Agencies which take decisions to offer their advertisers to promote their products and services on such or such websites depending on various factors: profile of visitors if any, and volume of visitors.
- Highly desirable Profiles on ACFAW's Websites:
The visitors of humanitarian websites are potential donors whose profile is well identified and highly desirable for the advertisers (women with above average revenues and university background);
- Revenue structure:
Monthly unique visitors (a visitor can visit the website several times in a month but one visit will only be computerized) will look at an average of ten pages which will translate into a RPM (Revenue per thousand) with net revenue of \$2 per advertiser per country.
(ex.: 50 000 unique visitors x 10 pages = 500 000 / 1000 = 500 x \$2 = \$1000 per advertiser in each specific country);
- Advertising:
Mainly through banners and videos; on specific occasions, "publi-reportages" will be available and will generate higher revenue.

Growth Oriented

ACFAW's growth strategy is based on re-investing its profits in the development of new Websites which will target new causes and is also based on similar profile Websites acquisitions; both strategies will increase ACFAW's revenues and market value through its flow of visitors..

NEXT 12 MONTH BUSINESS OBJECTIVES

- A. "A Click For A Wish.com" to be online mid-June 2009 and launched on the Canadian market between June and October 2009;
- B. "A Click For A Wish.com" to be launched in the USA between October and December 2009; Agreement with a US Web Ad. Agency will have to be finalized;
- C. "A Click For A Wish.com" to be launched in Europe, starting with France between January and March 2010; Agreement with a European Web Advertising Agency will have to be finalized;
- D. A \$300,000 Private Placement to be closed in June 2009 which will bring additional resources to the Company for its development.

EVENTS / FUNDS REQUIRED PER MILESTONE:

a. Final development cost of “A Click For A Wish.com” Website (June 2009):	\$25,000
b. Marketing in Canada, US and France will require a marketing assistant (Sept.- Dec. 2009):	\$15,000
c. Marketing expenses: (June-Dec. 2009)	\$15,000
d. General administrative (June-Dec. 2009):	\$35,000
e. Web site maintenance (June-Dec. 2009):	\$10,000

ACFAW incurs limited overhead expenses as most of the development and maintenance Website costs are sub-contracted. Most of its marketing is done through a web network type of marketing.

The Company’s operations will be hosted at the web development Company for the first six months at a minimal charge.

Advertising revenues are expected to pick-up in fall 2009 after the initial three month Canadian launch.

ESTIMATED CONSOLIDATED WORKING CAPITAL:

As at March 30, 2009:	\$168,092
As at June 30, 2009: (Additional \$300,000 to be raised through a non-brokered private placement in June 2009)	\$420,000

USE OF AVAILABLE FUNDS:

Development & Maintenance	\$ 35,000
Public, Legal, Accounting & Auditing Fees	\$ 25,000
General Administrative	\$ 35,000
Marketing, Fees	\$ 15,000
Marketing, Expenses	\$ 15,000
Advertising campaign	\$ 25,000
Unallocated working capital	\$270,000

WEBSITE MARKETING:

“A Click For A Wish.com” is the premier Website to be launched by ACFAW. It has been developed by a third party provider with the required experience and expertise. This Montreal-based Company was chosen among 3 companies in the USA, Canada and France.

A Beta version of the Website is available and all design and technological changes are being made at this time.

The expected availability of the Website is Mid-June. At that time, it will be online and immediate network marketing will commence with online advertising; this initial launch will last during the summer period and enable any fine tuning as well (if necessary).

No additional costs are expected and except for the balance of \$25,000 relating to development costs as foreseen in the Company’s business plan.

The expertise of Globalia Inc. (“Globalia”), the web development Company, is an important factor in the success of the Website and in its ongoing acceptance on the market. Globalia will do all that is necessary to provide constant upgrades and maintenance.

The president of Globalia is one of the shareholders of ACFAW and is therefore highly motivated to support the success of this venture.

By a strong and aggressive web-based network marketing, ACFAW will not only regularly increase its advertising revenues, but also the value of its Website and of the Company as the value of web-based companies is very much related to the flow of visitors.

This business is neither cyclical nor seasonal.

ACFAW does not expect any early termination or renegotiation of contract that could affect on its business in the next twelve months as its main sub-contractor is also a shareholder of the Company and as the advertising revenues will increase over the months to come.

Accordingly, it is interesting to note that advertisers are more interested in vertical Websites like these ones which provide a well defined profile of visitors/donors.

ACFAW expects to hire 5 collaborators acting on a full-time basis as well as some free-lancers following the first year of operations. At the time of this listing statement, the Company does not have employees per say but experienced officers-directors who intervene on request besides the CEO-acting CFO.

5. Selected Consolidated Financial information

The following table sets out certain selected financial information regarding the year ended December 31, 2006 (audited), the year ended December 31,

2007 (audited) and the year ended December 31, 2008 (audited). The selected financial information has been derived from Emergence's financial statements (audited) and should be read in conjunction with such financial statements, annexed hereto as Schedule B.

These financial statements are presented in Canadian Dollars and are prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP").

5.1 Annual Information

	Year ended December 31, 2008 (audited)	Year ended December 31, 2007 (audited)	Year ended December 31, 2006 (audited)
Net Loss	\$194,836	\$138,868	\$99,208
Deferred charges	Nil	Nil	Nil
Loss per share, basic and diluted	(0.03)	(0.02)	(0.02)
Total assets	\$221,882	\$139,687	\$76,635
Cash dividends	Nil	Nil	Nil

5.2 Quarterly Information

Summary of Quarterly Results (2008/2007)				
	Q4 - 2007	Q3- 2007	Q2 - 2007	Q1 - 2007
(Net Loss)	\$ (83,821)	\$ (16,593)	\$ (26,016)	\$ (19,260)
Per-share basis (i)	\$ (0.004)	\$ (0.003)	\$ (0.003)	\$ (0.002)
	Q4 - 2008	Q3 - 2008	Q2 - 2008	Q1 - 2008
(Net Loss)	\$ (33,998)	\$ (49,147)	\$ (36,003)	\$ (78,908)
Per-share basis (k)	\$ (0.005)	\$ (0.007)	\$ (0.002)	\$ (0.002)

(a)	2,250,000	Shares	December 31, 2003	(e)	2,224,200	shares	March 31, 2005
(b)	2,480,000	shares	December 31, 2003	(f)	2,636,700	shares	March 31, 2005
(c)	2,216,240	shares	December 31, 2004	(g)	4,272,532	shares	April 30, 2005

(d)	2,321,240	shares	December 31, 2004	(h)	4,685,032	shares	April 30, 2005
(i)	5,347,532	shares	March 31, 2007	(k)	6,387,532	shares	March 31, 2008
(j)	5,760,032	shares	March 31, 2007	(l)	6,833,382	shares	March 31, 2008

6. Management's Discussion & Analysis

Date of Annual MD&A: April 6, 2009.

Overall Performance

Emergence was formerly a Capital Pool Company that was transferred on NEX in January 2005.

On July 7, 2008, Emergence closed a non-brokered private placement ("The Private Placement") of 1,000,000 shares at \$0.25 for a total proceed of \$250,000; a finder's fee (4%) was paid by the issuance of 40,000 shares, all subject to a four month resale restriction period.

This Private Placement will provide Emergence with the necessary support to evaluate potential transactions that will meet both the shareholders' expectations and the TSX minimum listing requirements.

On December 8, 2008 Emergence signed a Letter of Intent with Royal Crown Ventures Ltd ("Royal Crown") to acquire a mining property based in Ontario. Emergence was not capable to complete a satisfactory due diligence and, unfortunately, the proposed transaction has been terminated on February 2, 2009.

Several Qualifying Transaction opportunities are currently under evaluation by the Board.

Results of Operations

Emergence incurred a loss from operations of \$ 33,998 for the 4th Quarter of 2008 compared to a loss of \$ 83,821 for the 4th Quarter of 2007, and a total loss of \$198,056 for 2008 (including \$ 33,803 stock option compensation; please refer to the financial statements for details on expenses) compared to \$ 138,868 for 2007.

Liquidity

At the end of 2008, Emergence had \$ 218,258 in cash available.

Capital Resources

See above.

Off-Balance Sheet Arrangements

None to be reported in 2008.

Transactions with Related Parties

None to be reported in 2008.

Proposed Transaction

As indicated above Emergence signed a Letter of Intent with Royal Crown Ventures Ltd (“Royal Crown”) on December 8, 2008 but was unable to complete a satisfactory due diligence and the proposed transaction was terminated on Feb. 2, 2009.

Changes in Accounting Policies

No change in the accounting policies occurred in 2008.

Financial Instruments

Assets and liabilities approximate their fair values as at December 31, 2008.

Internal Control over Financial Reporting

Emergence has established and maintains an internal control over financial reporting. Management signing this report has performed an assessment of the effectiveness on internal control over financial reporting as of December 31, 2008 and found said control to be effective in providing a complete and adequate disclosure of financial information.

Other MD&A Requirements

Summary of securities at the end of the period:

Authorized:

Unlimited common shares and unlimited preferred shares with no par value.

Issued and Paid

	<u>2008</u>	<u>2007</u>	<u>2006-2005</u>	<u>2004</u>	<u>2003</u>
6,387,532	\$ 1 189 115	\$ 954 115	\$ 739 115	\$ 426 865	\$ 350 000
Common shares	=====	=====	=====	=====	=====

Share Capital

On December 31, 2008, Emergence had 6,387,532 common shares and 445,850 options outstanding; 25,000 options were issued to Michel Lebeuf, director of Emergence, and 53,850 options to the president of Emergence, both at \$0.23 per share, in July 2008.

Number of shares subject to Escrow Agreements:

42,500 shares are subject to Escrow Agreement at December 31, 2008 (options exercised by two former directors in Q1 – 2005).

7. Market for Securities

Shares are currently listed on NEX: ERS.H

8. Consolidated capitalization

Post ACFAW's Acquisition, the Company has 12,387,532 shares issued and outstanding.

9. Options to Purchase Securities

All previously issued options to directors of the Company have been cancelled at the closing of the acquisition.

Nevertheless, the Company still carries a Stock option Plan that it will keep active for its new board of directors as well as for its management and

consultants. The allocation of future stock options shall be determined on a case per case basis.

STOCK OPTION PLAN

The Board of Directors of ACFAW has adopted the Stock Option Plan. Under the Stock Option Plan, the Board of Directors of ACFAW may from time to time, in its discretion, and in accordance with the Exchange's requirements, grant to directors, officers and technical consultants of ACFAW non-transferable options to purchase ACFAW common shares (the "ACFAW Shares"). The maximum number of Share capital of ACFAW reserved for issuance under the Stock Option Plan will not exceed 10% of the total issued and outstanding Share capital of ACFAW. Options granted under the Stock Option Plan are exercisable for a period of up to five years from the date of grant. The number of Share capital of ACFAW reserved for issuance to any individual director or officer under the Stock Option Plan will not exceed 5% of the issued and outstanding Share capital of ACFAW and the number of Share capital of ACFAW reserved for issuance to all technical consultants under the Stock Option Plan will not exceed 2% of the issued and outstanding Share capital of ACFAW. Options may be exercised no later than 90 days following cessation of the optionee's position with ACFAW, provided that if the cessation of office, directorship, or technical consulting arrangement was by reason of death, the option may be exercised within a maximum period of one year after such death, subject to the expiry date of such option.

10. Prior Sales

10.1 Securities

The authorized share capital of ACFAW consists of an unlimited number of common shares (previously defined as the "Share capital of ACFAW") and an unlimited number of Preferred Shares, of which 12,387,532 Share capital of ACFAW and no Preferred Shares are issued and outstanding as of the date hereof.

Share capital of ACFAW

The holders of the Share capital of ACFAW are entitled to dividends as and when declared by the Board of Directors of ACFAW, to one vote per share at meetings of shareholders of ACFAW and, upon liquidation, to receive such assets of ACFAW as are distributable to the holders of the Share capital of ACFAW.

Preferred Shares

Issuable in Series

The Preferred Shares may be issued from time to time in one or more series, each series consisting of a number of Preferred Shares as determined by the Board of Directors of ACFAW, which may also fix the designations, rights, privileges, restrictions and

conditions attached to the shares of each series of Preferred Shares. There are no Preferred Shares issued and outstanding as at the date of this Filing Statement.

Priority

The Preferred Shares of each series shall, with respect to payment of dividends and distributions of assets in the event of liquidation, dissolution or winding up of ACFAW whether voluntary or involuntary, or any other distribution of the assets of ACFAW among its shareholders for the purpose of winding up the affairs of ACFAW, rank equally with the Preferred Shares of every other series and shall be entitled to preference over the Share capital of ACFAW, and the shares of any other class ranking junior to the Preferred Shares.

10.2 Sales

Date	Number of Shares	Issue Price Per Share	Aggregate Issue Price	Nature of Consideration Received
July, 29, 2002	1,000,000 ⁽¹⁾	\$0.10	\$100,000.00	Cash
February 13, 2003	1,250,000 ⁽²⁾	\$0.20	\$250,000.00	Cash
December 30, 2004	847,000	\$0.0825	\$69,877.50	Cash
December 30, 2004	84,700	\$0.0825	\$6,987.75	Finder's fee
February 14, 2005	42,500	\$0.10	\$4,250.00	Exercise of options
April 6, 2005	1,866,666	\$0.15	\$279,999.99	Cash
April 6, 2005	181,666	\$0.15	\$27,999.99	Finder's fee
January 31, 2005	(1,000,000) ⁽³⁾	Nil	Nil	N/A
March 15, 2007	1,000,000	\$0.20	\$200,000.00	Cash
March 15, 2007	75,000	\$0.20	\$15,000.00	Finder's fee
July 15, 2008	1,000,000	\$0.25	\$250,000.00	Cash
July 15, 2008	40,000	\$0.25	\$10,000.00	Finder's fee
June 1, 2009	6,000,000	\$0.07	\$420,000.00	ACFAW's acquisition

(1) Issued to the founders of Emergence.

(2) Issued pursuant to Emergence's initial public offering.

- (3) Founders' shares cancelled (CPC regulations).

10.2 Stock Exchange Price

	Volume	Monthly Price Range	
		Low	High
2007			
First Quarter	1,738,900	\$0.13	\$0.56
Second Quarter	1,998,600	\$0.18	\$0.67
Third Quarter	1,006,200	\$0.18	\$0.36
Fourth Quarter	HALTED ⁽¹⁾		
2008			
First Quarter	128,500	\$0.08	\$0.18
Second Quarter	818,000	\$0.115	\$0.405
Third Quarter	294,500	\$0.11	\$0.295
Fourth Quarter	130,000	\$0.065	\$0.16
2009			
First Month	HALTED	\$0.10	Halted
Second Month	56,000	\$0.05	\$0.08
Third Month	160,000	\$0.03	\$0.10
Fourth Month	236,500	\$0.04	\$0.12

11. Escrowed Securities

Designation Of Class	Number of securities in escrow		Percentage of Class
Common Shares	42,500	(1)	0.007%
Common Shares	4,620,000	(2)	35.88%

- (1) Common shares issued when 2 resigning directors exercised their options; such shares to be released upon completion of the acquisition of ACFAW;
- (2) Common shares of the major shareholders of ACFAW (post acquisition). See below

12. Principal Shareholders

Francois Houille de Beaulieu owns	2,000,000 ACFAW Shares ...	16.14%
Altamonte Capital inc. owns	940,000 ACFAW Shares...	7.60%
Frank Segleski owns	1,080,000 ACFAW Shares...	8.72% (1)
Pierre Page owns	840,000 ACFAW Shares...	6.80%

(1) Mr Segleski owns 240,000 shares acquired prior to ACFAW's acquisition and owns 840,000 shares as an ACAW's shareholder.

13. Directors & Officers

- Francois Houille de Beaulieu, Montreal, Qc, has been the president, CEO and a director of Emergence since June 2002; he currently serves as the president, CEO, acting CFO and director of ACFAW; He owns 1,700,000 shares or 13.72% of the total issued and outstanding share capital of ACFAW;
- Luigi LoBasso, Montreal, Qc, is a director of ACFAW since its inception in April 2009; he currently serves as the COO of a Montreal-based printing company; prior to that, he has been a consultant for a canadian telecommunication Company from December 2007 until December 2008, the CFO of Thomas Equipment, a US public Company, from March 2005 to November 2007 and also held various managerial positions within Bell Canada International ("B.C.I.")for the previous 20 years; He has been instrumental in restructuring some of B.C.I. subsidiaries around the world and in funding companies to support their development; He does not own securities of ACFAW;
- Lies Kerrar, Algiers (Algeria), is a director of ACFAW since its inception in April 2009; President and Founder of Humilis Finance (Algeria) since 2006, he previously was a director of Strategica (Algeria) for 2 years; He raised more than \$2,5 billion in equity and debt for the Algerian market over the past 3 years; He does not own securities either;

Management:

It is expected that the Company will mainly be managed by its president-CEO and acting CFO, Francois H. de Beaulieu, at the beginning who will dedicate 100% of his time to the administration and the business development;

Mr. de Beaulieu has an extensive international experience in business development, networks and management of companies, small to large ones; he has been director of a division of General Electric in France (1981-1985) and the international marketing and sales director of an Olivetti subsidiary, based in Switzerland with 22 companies around the

world (1985-1990); Vice-President of a lobbying organization, based in Paris (1990-1992), he then moved to Canada and, as a consultant, supported several projects between Canada, Europe and the USA, mainly in the high-technology sector; he became the general manager of Multiterra Software in 1998, before starting up Emergence Resort Canada in 2002.

His involvement in various philanthropic organizations has extended his network far beyond the borders over the years. Member of the Honorary Committee of the Club Alain Briottet (Boston, USA), he is frequently asked to give conferences (Harvard, 2006; Paris, 2007; Boston, 2008-2009).

Mr. de Beaulieu studied Literature and Human Sciences (Paris, La Sorbonne) and Communication (Institut d'Études Politiques, Paris).

He will have the support of Luigi LoBasso who will overview the financial affairs of the Company, its reporting to the relevant authorities and jurisdictions. Mr. LoBasso, MBA, has built a valuable expertise as a CFO over the past 30 years, mainly with B. C. I. where he even had to manage all operations of international subsidiaries. Mr. LoBasso has experience of regulations of US and Canadian publicly traded Companies.

A CFO will join the Company during the course of the first year and other internal resources will be added gradually to face the expansion of the Company.

14. Capitalization

Issued Capital

	Number of Securities (non-diluted)	Number of Securities (fully-diluted)	% of issued (non-diluted)	% of issued (fully-diluted)
<u>Public Float</u>				
Total Outstanding	12,387,532	12,387,532	100%	100%
Related/Employees				
5% voting position	6,000,000	6,000,000	48.43%	48.43%
<u>Total Public Float</u>	6,387,532	6,387,532	51.57%	51.57%
<u>Freely-Tradeable Float</u>				
Resale restrictions	4,620,000	4,320,000	35.88%	35.88%
<u>Total Tradeable Float</u>	7,767,532	8,067,532	62.70%	62.70%

Public Securityholders (Beneficials)

		Number	Shares	Cumulatives	%
1	99	0	0		0.000%
100	499	3	575	575	0.010%
500	999	10	5,000	5,575	0.090%
1,000	1,999	26	26,500	32,075	0.470%
2,000	2,999	14	29,500	61,575	0.520%
3,000	3,999	9	27,000	88,575	0.470%
4,000	4,999	11	45,300	133,875	0.800%
5,000 +		174	5,552,020	5,685,895	97.650%

Public Securityholders (Registered)

	Number	Shares	Cumulative
1 -99	0	0	0
100 – 499	0	0	0
500 – 999	29	14 500	14 500
1000 – 1999	0	0	0
2000 – 2999	0	0	0
3000 – 3999	0	0	0
4000 – 4999	0	0	0
5000 or more securities	13	686 500	701 000
Unable to confirm		637	

15. Executive Compensation

Francois Houille de Beaulieu, President, CEO and acting CFO, is the Named Executive Officer of the Company. The following table is a summary of compensation to be paid to the Named Executive Officer for the period from incorporation (April 1, 2009) to December 30, 2009.

Summary Compensation Table

NAMED EXECUTIVE OFFICERS Name and Principal Position	Year	Annual Compensation			Long Term Compensation Awards			All Other Compensation (\$)
		Salary (\$)	Bonuses (\$)	Other Annual Compensation (\$)	Securities Under Options/SARs Granted (#)	Shares or Units Subject to Resale Restrictions (\$)	Payouts LTIP Payouts (\$)	
Francois H. de Beaulieu ⁽¹⁾ President, CEO, acting CFO	April 1, 2009 to Dec. 30/09	36,000 ⁽²⁾		Nil	TBD	Nil	Nil	Nil

(1) Mr. de Beaulieu was appointed President, CEO and acting CFO of the Company on April 1, 2009.

(2) Mr. de Beaulieu is paid a salary of \$4,000 per month. See “Directors and Officers” and “Interests of Management and Others in Material Transactions”.

Long-Term Incentive Plan Awards in the Most Recently Completed Financial Year

The Company did not have any long-term incentive plans during the most recently completed financial year.

Option/SAR Grants During the Most Recently Completed Financial Year

ALL OPTIONS GRANTED PRIOR TO ACFAW’S ACQUISITION WERE CANCELLED. THE COMPANY HAS NOT YET GRANTED STOCK OPTIONS TO THE NAMED EXECUTIVE OFFICER OR DIRECTORS.

Aggregated Option/SAR Exercises During The Most Recently Completed Financial Year And Financial Year-End Option/SAR Values

None of the Named Executive Officers, directors or officers of the Company exercised any options in respect of the Company’s Common Shares during the most recently completed financial year.

Termination of Employment, Change in Responsibilities and Employment Contracts

At this early stage, the Company is not a party to any contracts, and has not entered into any plans or arrangements which require compensation to be paid to any of its directors, officers or employees in the event of resignation, retirement or any other termination of employment with the Company, a change of control of the Company, or a change in the director, officer or employee’s responsibilities following a change of control.

Compensation of Directors

The Company provides no cash compensation to its directors in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the recently completed financial year.

The Company does not have the intention to make any change to its compensation policy as long as revenues do not permit it; when revenues will enable the Company to make a change, the Board of Directors will use standard market benchmarks to adjust the compensation.

16. Indebtedness of Directors and Executive Officers

None of the current or previous directors or officers of ACFAW and none of the associates of such persons are or have been indebted to ACFAW at any time. Furthermore, none of such persons were indebted to a third party where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by ACFAW.

17. Risk factors

In addition to the information provided in this Listing Statement, prospective investors should consider that the business of the Issuer will be subject to risks generally encountered in a start-up operation, such as the ability to develop its product, to market it and obtain sufficient additional financing to pursue such opportunities in the future and the ability to manage future growth. The business of the Issuer will also be subject to risks associated with Internet field, such as the ability to generate sufficient revenues in the future to continue to adequately finance investments in technology, development and marketing activities, a start-up operation and the competition characteristic of the Internet industry.

In evaluating the Issuer and its business, prospective investors should carefully consider the following risk factors, in addition to other information contained in this Listing Statement.

Limited Operating Company

ACFAW has a limited operating history upon which its business can be evaluated. ACFW's business and prospects must be considered in light of the risk, expenses and difficulties often encountered by a start-up business. Such risks include the unpredictable nature of ACFW's business, ACFW's ability to anticipate and adapt to a dynamic market. There can be no assurance that ACFW will be successful in addressing these risks.

Risks relating to the Business of the Issuer, Additional Financing and Future Developments

The Issuer will require additional financing in order to undertake its strategy to develop new websites. The ability of the Issuer to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as the business success of the Issuer. There can be no assurance that the Issuer will be successful in its efforts to arrange additional financing on terms satisfactory to it. The Issuer cannot guarantee that any new website development or website acquisitions will ultimately benefit its business and results of operations.

Management of Growth

Because the Issuer is operating on a fast growing market, it will have short-term strong expansion opportunities. If the Issuer is unable to effectively manage its growth and expansion, its growth strategy could be negatively affected. Any inability to manage growth effectively could have a material adverse effect on the business, results of operations and financial condition of the ACFAW. It is nevertheless noticed that ACFAW's management and board members have significant experience in managing internal and external growth and in providing necessary financings to support such growth.

Third Party Intellectual Property Claims

Although ACFAW believes that its Website does not infringe the proprietary rights of any third parties, there can be no assurance that infringement or invalidity claims (or claims for indemnification resulting from infringement claims) will not be asserted or prosecuted against ACFAW in the future or that any such assertions or prosecutions will not materially adversely affect the business, financial condition or results of operations of ACFAW. Irrespective of the validity or the successful assertion of such claims, ACFAW could incur significant costs and diversion of resources with respect to the defence thereof, which could have a material adverse effect on the business, financial condition or results of operations of ACFAW.

Reliance on Key Personnel

The future success of ACFAW will be based in large part on the quality of its management and key personnel. The loss of these key personnel could have a negative effect on ACFAW. There can be no assurance that ACFAW will be able to retain its current personnel or, in the event of their departure, to attract new personnel of equal quality. To mitigate this risk, ACFAW has sub-contracted the Website development, its constant maintenance and upgrades and has already qualified two other sources to take over this mission should its agreement with Globalia be terminated.

Technological Advances

The Internet industry is susceptible to significant technological advances and the introduction of new technologies. Further, this industry is also subject to changing industry standards and market trends and to competitive pressures. ACFAW's future success will depend on its ability to continue to use competitive technology and design. Although ACFAW is committed to further investment in

development, there can be no assurance that its technology will adequately meet its future needs or enable ACFAW to remain competitive. Developments by competitors might render ACFAW's Websites less competitive or less marketable. Although ACFAW is committed to the development of new Websites, there can be no assurance that these activities will prove profitable or will be successfully produced and marketed. ACFAW's failure to keep its technology up-to-date may hinder its ability to remain competitive and cause a decrease in revenues.

Conflicts of Interests

The directors of the Issuer will devote only a portion of their time to the business and affairs of the Issuer and some of them could be engaged in other projects or businesses such that conflicts of interest may arise from time to time.

Fluctuations in Results

ACFAW may experience fluctuations in future quarterly operating results that may be caused by many factors, including: (i) changes in the level of marketing and other operating expenses to support future growth; and (ii) competitive factors. Consequently, ACFAW believes that period-to-period comparisons of its operating results will not necessarily be meaningful and should not be relied upon as an indication of future performance.

Competition

Competition within the Internet industry is intense. ACFAW's niche is not threatened directly by competition even if some indirect competitors may have longer operating histories and greater financial, technical and marketing resources than ACFAW. Such competitors would not have an effect strong enough to materially and adversely affect the business, financial condition or results of operations of ACFAW. There can be no assurance that ACFAW will be able to respond effectively on the short term to the various competitive factors affecting the telecommunications industry.

Absence of Earnings and Dividends

ACFAW has no history of earnings. ACFAW does not have any current intention to pay dividends in the short term.

Risks Relating to the Regulatory Approval of the Exchange

The listing of the Issuer on CNSX is subject to the approval of the Exchange, which approval may not be obtained.

General Economic Conditions

A decline in general economic growth may impact ACFAW's performance. But due to the fact that ACFAW's revenues are geographically diversified and very much related to web networks, any change in the economy would not have a

strong impact on its overall revenue stream. As a matter of fact, difficult current economic conditions translate into higher volume of web users and a stronger trend in community networks. Due to the nature of its business, ACFAW will not only be potentially more visited in such difficult economic situations but will also attract more potential donors through its humanitarian Websites as it is frequently noticed that people are more supportive and show solidarity in crisis periods.

18. Promoters

ACFAW is currently contemplating the conclusion of an investor relations agreement with an arm's length investor relations firm. However, it is not a party to any definitive agreement or arrangement in this regard.

19. Legal Proceedings

Management of ACFAW is not aware of any legal proceedings that are material to the business and affairs of ACFAW to which ACFAW is a party, nor is management of ACFAW aware that any such proceedings are contemplated.

20. Interest of Management and Others in Material Transactions

Mr. Francois H. de Beaulieu, president, CEO, acting CFO and director of ACFAW owns 2,000,000 shares of the Issuer (16.14%) after the acquisition since he is the founder of the acquired Company. His shares will be escrowed and released over a three year period. He is also a Named Executive Officer as disclosed in the attached Compensation Form 40.

21. Auditors, Transfer Agents and Registrars

The auditors of ACFAW are Guimond Lavallée Inc., chartered Accountants, 6200, Blvd Taschereau, suite 401, Brossard, Quebec, J4W 3J8. Computershare Trust of Canada with offices in Toronto and Montreal is the transfer agent and registrar for the ACFAW's Shares.

22. Material Contracts

Except for contracts entered into by ACFAW in the ordinary course of business or otherwise disclosed herein, the only material contracts entered into or to be entered into by ACFAW which can reasonably be regarded as currently material are the:

1. Registrar and Transfer Agency Agreement dated March 1, 2006 between Emergence and Computershare Trust of Canada and extended to ACFAW;
2. The share purchase agreement between Emergence and ACFAW dated June 1, 2009;

23. Interest of Experts

Guimond Lavallée Inc., Chartered Accountants, are the external auditors of ACFAW who have prepared the auditors' report to the Board of Directors of Emergence and the auditors' report to the Board of Directors of ACFAW set out in the attachments, in both cases in compliance with the Canadian Generally Accepted Accounting Principles. As of the date hereof, the partners, associates and employees of Guimond Lavallée Inc., Chartered Accountants, did not own or have any direct or indirect interest in any property of ACFAW or in any of their respective associates or affiliates and beneficially owned, directly or indirectly, less than one percent (1%) of the Share capital of ACFAW.

As already indicated, Mr. Francois H. de Beaulieu who is the president, CEO and a director of ACFAW and who owns 13.72% of the share capital of ACFAW has prepared and certified this Listing Statement.

24. Other Material Facts

To the best of its knowledge, the management of ACFAW considers that all necessary information regarding ACFAW, its business, its organization and its securities is herein fully disclosed.

25. Financial Statements

Audited Financial statements for 2006, 2007 and 2008 as well as Audited Opening balance Sheet for the acquired Company are attached to this Listing Statement.