

# BINGO.COM, INC.

August 6, 2004

Dear Stockholder:

The past year was one of constant fine tuning of our product line and broadening of our revenue base, with an increase in revenue in every quarter over the previous quarter. Bingo.com continues to increase its number of registered players, now numbering just under 1,000,000 unique accounts, which play over 40,000 hours of bingo daily. Our search engine ranking performance continues to improve with Bingo.com coming up #1 in over 80% of the major search engines for the popular search term "bingo". Bingo.com continues to be the Internet's pre-eminent bingo portal.

We continue to focus on providing the best 'free bingo' games and environment for our players. This strategy creates an attractive target population for our advertisers, many of who offer cash bingo games. While we have been successful of late, the online cash based gaming industry in North America, remains a concern to many legislators in the United States and some of the credit card issuing banks. We are concerned that this could negatively affect our future advertising revenues, however, to date it does not seem to be a problem.

This difficult North American environment stands in stark contrasts with the situation in Europe. The introduction of the Gambling Bill in the United Kingdom is expected to be forthcoming in the fourth quarter of 2004, which will provide a solid legal framework for Internet Gaming and Internet Gaming companies. Bingo.com has positioned itself to take advantage of the legislation once it is passed and is planning to expand its UK presence accordingly. Bingo.com has many strong attributes that we intend to leverage to the utmost. We have the strongest brand and URL in the business, a dedicated and hard working staff, and a large and satisfied customer base. Our challenge is to make the most of these attributes. We believe we can and will.

I am pleased to invite you to the Annual Meeting of Stockholders (the "Annual Meeting") of Bingo.com, Inc. The Annual Meeting will be held on Wednesday October 6th, 2004, starting at 10:30 a.m., Pacific Daylight Time, in the Boardroom of the Bingo.com offices at 1166 Alberni St., Suite 1405, Vancouver, BC, Canada.

Important information concerning the matters to be acted upon at the meeting is contained in the accompanying Notice of Annual Meeting of Stockholders and Proxy Statement. The business to be conducted at the Annual Meeting includes the election of our directors; ratification of the appointment of Dohan and Company, P.A., CPA's as independent auditors for the Company for the 2004 fiscal year; approval of the actions of our officers and directors for the last year and for the period from the fiscal year end through the date of this Annual Meeting; and consideration of any other matter that may properly come before the meeting and any adjournment or postponement thereof.

Our Board of Directors has fixed the close of business on August 6th, 2004, as the record date for determining those stockholders who are entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

Your vote is important. Registered stockholders can vote their shares by mailing back the accompanying proxy card. Voting by written proxy will ensure your representation at the Annual Meeting if you do not attend in person. Mailing your completed proxy card will not prevent you from voting in person at the Annual Meeting if you wish to do so.

Our Board of Directors and members of management look forward to meeting personally those stockholders who attend the Annual Meeting.

A copy of our Annual Report on Form 10-K and Audited Financial Statements for the year ended December 31, 2003, is included in this mailing to all stockholders entitled to notice of and to vote at the Annual Meeting.

Sincerely yours,

/s/ "T. M. Williams"

T. M. Williams  
President and Chief Executive Officer

Suite 1405, 1166 Alberni Street, Vancouver, BC, V6E 3Z3, Canada  
Tel (604) 694 0300 Fax (604) 694 0301 www.bingo.com

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual Meeting (the "Meeting") of the stockholders of Bingo.com, Inc (the "Company") will be held at 10:30 a.m. (local time in Vancouver, British Columbia, Canada) on Wednesday October 6, 2004, in the Executive Boardroom of the Bingo.com offices at 1166 Alberni St., Suite 1405, Vancouver, BC, Canada, for the following purposes:

1. To elect members to our Board of Directors to serve for the ensuing year;
2. To consider and vote upon a proposal to ratify the appointment of Dohan and Company, P.A., CPA.'s as independent auditors for the Company for the 2004 fiscal year.
3. Ratification of the actions of our officers and directors for the last year and for the period from the fiscal year end through the date of this shareholder meeting.
4. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

### **Accompanying this Notice is a Proxy Statement and a form of Proxy.**

The enclosed Proxy is solicited by management of the Company and shareholders may amend it, if desired, by inserting in the space provided, an individual designated to act as proxy holder at the Meeting. The holders of Common Stock of the Company of record at the close of business on August 6, 2004, will be entitled to vote at the Meeting.

All stockholders are cordially invited to attend the Meeting in person. However, to assure your representation at the Meeting, you are urged to sign and return the enclosed proxy card as promptly as possible in the postage-prepaid envelope enclosed for that purpose. Any stockholder attending the Meeting may vote in person even if the stockholder has returned a proxy card.

**DATED at Vancouver, British Columbia, this 6<sup>h</sup> day of August 2004.**

**BY ORDER OF THE BOARD**

/s/ "T. M. Williams"

*T. M. Williams, President & CEO*

**BINGO.COM, INC.**  
1166 Alberni Street,  
Suite 1405  
Vancouver, BC V6E 3Z3

## **PROXY STATEMENT**

### **Information Concerning the Solicitation of Proxies**

This Proxy Statement and the accompanying Proxy is furnished to the shareholders of BINGO.COM, INC. (the "Company") in connection with the solicitation of proxies for use at the Company's Annual Meeting of Shareholders (the "Annual Meeting"). The Annual Meeting will be held on Wednesday October 6th, 2004, in the Executive Boardroom of the Company's offices at 1166 Alberni St., Suite 1405, Vancouver, BC, Canada at 10:30 am. (PST). A copy of the Company's annual report for the period ended December 31, 2003, on Form 10-K was made available to shareholders electronically via filing on EDGAR on March 26, 2004.

The enclosed Proxy is solicited by and on behalf of the board of directors of the Company, with the cost of solicitation borne by the Company. Directors and officers of the Company may make solicitation. Solicitation may be made by use of the mails, by telephone, facsimile and personal interview. The Company does not expect to pay any compensation for the solicitation of proxies, except to brokers, nominees and similar record holders for reasonable expenses in mailing proxy materials to beneficial owners.

If the enclosed Proxy is duly executed and received in time for the Annual Meeting, it is the intention of the persons named in the Proxy to vote the shares represented by the Proxy FOR the two nominees listed in this Proxy Statement and FOR the other items listed in the Proxy, unless otherwise directed. Any proxy given by a shareholder may be revoked before its exercise by notice to the Company in writing, by a subsequently dated proxy, or at the Annual Meeting prior to the taking of the shareholder vote. The shares represented by properly executed, unrevoked proxies will be voted in accordance with the specifications in the Proxy. Shareholders have one vote for each share of Common Stock held. Shareholders are not entitled to cumulate their votes.

This Proxy Statement and the accompanying Proxy are being sent to shareholders on or about September 6<sup>th</sup>, 2004.

### **Record Date and Voting Rights**

The record date for determination of shareholders who are entitled to notice of and to vote at the Annual Meeting is August 6th, 2004.

The Company is authorized to issue up to 50,000,000 shares of Common Stock, with a par value of \$0.001 per share (the "Common Stock"). As of August 6th, 2004, there were 24,249,086 shares of Common Stock issued and outstanding. Each share of Common Stock is entitled to one vote on all matters submitted for shareholder approval.

### **Quorum and Votes Required for Approval.**

The presence at the Annual Meeting, in person or by proxy, of the holders of one third of the shares of Common Stock outstanding and entitled to vote on the record date will constitute a quorum entitled to conduct business at the Annual Meeting. Abstentions and broker non-votes will be included in the calculation of the number of shares of Common Stock considered to be present at the Annual Meeting. Broker non-votes refer to shares held by brokers and other nominees or fiduciaries that are present at the Annual Meeting but not voted on a matter. Directors are elected by plurality vote of the votes cast at the Annual Meeting. Abstentions and broker non-votes will have no effect on the election of directors.

### **Interest of Insiders in Material Transactions**

Bingo, Inc. is the largest single shareholder and a majority shareholder in the Company holding approximately 52% of the share capital of the Company. Bingo, Inc., by majority shareholding, has the right to designate the majority of the members of the Board of Directors of the Company, thereby controlling the Company. T. M. Williams and P. A. Crossgrove are the Nominees of Bingo, Inc. T. M. Williams, a director and the President of the Company is a potential beneficiary of several discretionary trusts that hold approximately 80% of Bingo, Inc. If Mr. Williams were to receive all the derivative securities to which he were entitled under the trust his total ownership in the Company would be 1,439,858 directly owned shares; 150,000 options with an exercise price of \$0.30, \$150,000 options with an exercise price of \$0.05, \$150,000 options with an exercise price of \$0.10, and 10,157,466 shares directly owned by Bingo, Inc.

### **Interest of Certain Persons in Matters to be Acted Upon**

No director or senior officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Annual Meeting other than the election of directors, except as otherwise disclosed herein.

## BUSINESS OF THE MEETING

There are three matters being presented for consideration by the shareholders at the Annual Meeting: the election of our Directors; the approval of the ratification of the appointment of Dohan and Company, P.A., CPA.'s as independent auditors for the Company for the 2004 fiscal year; the approval of the actions of our Officers and Directors for the last fiscal year and for the period from the most recent fiscal year end through the date of this Annual Meeting; and consideration of any other matter that may properly come before the meeting and any adjournment or postponement thereof.

### PROPOSAL NO. 1 - ELECTION OF DIRECTORS

#### General

The Company's Bylaws ("Bylaws") provide that the number of directors shall be increased or decreased from time to time by resolution of the board of directors or the shareholders. Directors are elected for a term of one year and until their successors have been elected and qualified. There are currently two directors of the Company. There are no immediate plans to add members to the Board of Directors.

#### Information with Respect to Nominees

The following table lists the persons nominated by the board of directors for election as directors and also lists certain information with respect to those persons.

Nominee	Age	Director Since	Principal Occupation of Director	Ownership (1)
P A. Crossgrove (4)	67	September 2001	Board of Directors,	450,000(2) 1.62%
T. M. Williams (4)	63	September 2001	Chief Executive Officer, President	12,207,323(3) 44.02%

(1) The ownership includes the beneficial ownership of securities and the beneficial ownership of securities that can be acquired within 60 days from August 6, 2004, upon the exercise of options. Each beneficial owner's percentage ownership is determined by assuming that options that are held by such person and which are exercisable within 60 days from August 6, 2004, are exercised, for the purpose of computing percentage ownership.

(2) Includes 150,000 options with an exercise price of \$0.30 per share, 150,000 options with an exercise price of \$0.05 and 150,000 options with an exercise price of \$0.10 (which options are exercisable presently or within 60 days).

(3) Includes 450,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.30 per share, 150,000 stock purchase options with an exercise price of \$0.05 per share and 150,000 options with an exercise price of \$0.10 and 1,439,858 shares held directly by Mr. Williams. Mr. Williams is the potential beneficiary of certain discretionary trusts that hold approximately 80% of Bingo Inc. If Mr. Williams were to receive all the derivative securities to which he were potentially entitled under the trust his total ownership in the Company would be an additional 160,000 indirectly owned warrants with an exercise price of \$0.25; and 10,157,466 shares directly owned by Bingo, Inc. which would represent 44.02% of the Class.

(4) P.A. Crossgrove and T.M. Williams are the nominees of Bingo Inc., due to Bingo, Inc. being a majority shareholder.

**Background of Nominees**

P A. Crossgrove – Member of the Board of Directors

Mr. Crossgrove has an extensive background in the corporate world and is on numerous boards including being Chairman of the Board at Masonite International Corp. (Previously Premdor Inc.), a director at American Barrick Gold Corp., QLT Inc., Dundee ReIT Inc., and Philex Gold Inc. Mr. Crossgrove has also served as a senior executive and chairman of Placer Dome Ltd., one of the world's largest mining companies. In May 2003, he was granted the Order of Canada. Mr. Crossgrove is very active in the community including being the Chairman of the Board for Care Canada and for Cancer Care Ontario. Mr. Crossgrove is a designee of Bingo, Inc. pursuant to Bingo, Inc. being the majority shareholder.

T. M. Williams – Chief Executive Officer, President and Member of the Board of Directors,

Since 1984, Mr. Williams has served as a principal of Tarpen Research Corporation, a private consulting firm, and since 1993, he has been an Adjunct Professor, Sauder School of Business, at the University of British Columbia. From 1988 to 1991, he was President and Chief Executive Officer of Distinctive Software, Inc. in Vancouver, BC, and, upon the acquisition of that company by Electronic Arts Inc., North America's largest publisher of entertainment software, he became President and Chief Executive Officer of Electronic Arts (Canada) Inc., where he continued until 1993. Mr. Williams is presently the Chairman of CellStop International Limited, and on the board of directors of YM Biosciences Inc., (a biotechnology company), Infowave Software Inc. (a enterprise software company) and several other private corporations. Mr. Williams is a designee of Bingo, Inc. pursuant to Bingo, Inc. being the majority shareholder.

**Vote Required**

A majority of votes by the shares of Common Stock present or represented and voting at the Annual Meeting is required to elect the nominees.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR ALL NOMINEES FOR THE BOARD OF DIRECTORS.****EXECUTIVE COMPENSATION OF MANAGEMENT, OWNERSHIP OF CERTAIN STOCKHOLDERS, AND CERTAIN RELATED TRANSACTIONS**

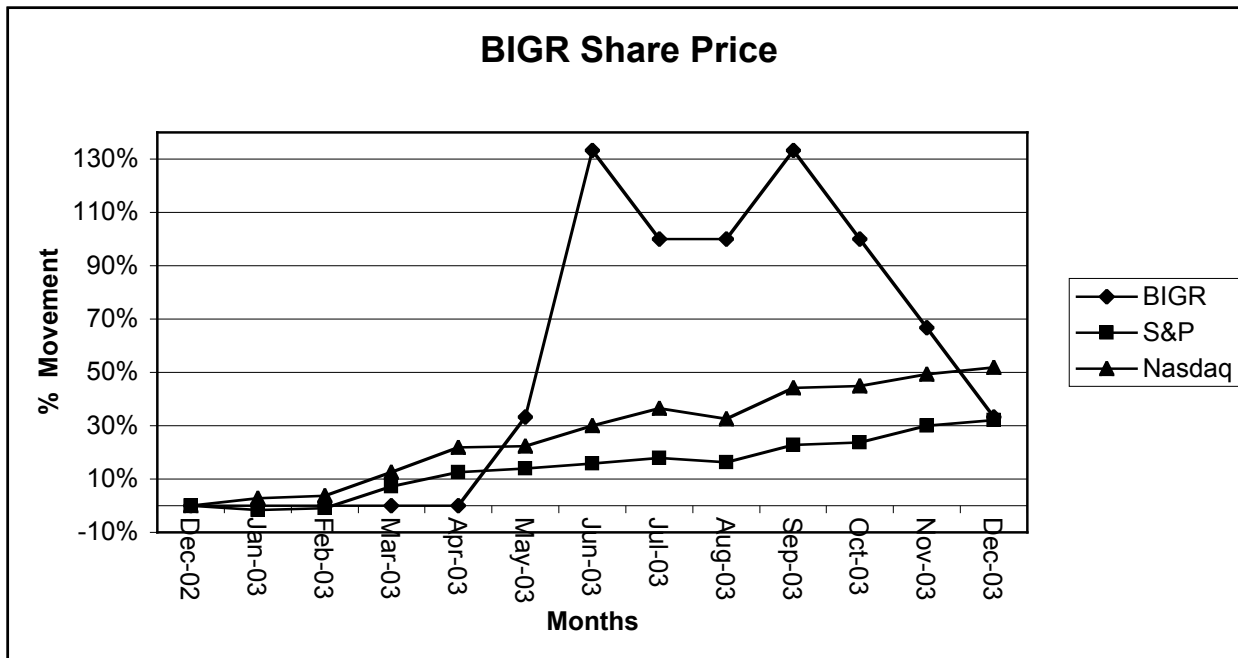
The following table lists the Company's executive officers during fiscal year 2003:

Name	Positions with the Company	Age	Office Held Since
T.M. Williams	Chief Executive Officer, President, Director	63	September 2001
H. W. Bromley	Chief Financial Officer,	34	July 2002

Executive officers are appointed annually by the board of directors and serve at the pleasure of the Board. There is no family relationship between any of the Executive Officers and Directors. Memberships on the boards of other public companies are set out above under "Election of Directors - Background of Nominees" in the biographies of each of the nominee Directors, and memberships on the boards of other public companies for each of the Executive Officers who are not Directors are set out below.

**Background of Executive Officers**

The biography of Mr. Williams can be found under "Election of Directors - Background of Nominees".



**Section 16(a) Beneficial Ownership Reporting Compliance**

The Company’s officers, directors or beneficial owners of more than ten percent of the Common Stock of the Company, filed in a timely basis reports required to be filed by Section 16(a) of the Exchange Act during the most recent fiscal year.

**Board Committees**

The Company currently does not have any committees of our Board of Directors. The full Board of Directors fulfills the role of the Audit Committee.

**Board of Directors Meetings**

The Company's board of directors met once in during the last fiscal year. The Company’s board of directors met regularly by telephonic conversation. All actions were approved by unanimous consent.

**Involvement in Certain Legal Proceedings**

To the best knowledge of the Executive Officers and Directors of the Company, neither the Company nor any of its Executive Officers, Directors or nominees are parties to any legal proceeding or litigation. Further, the Executive Officers and Directors know of no threatened or contemplated legal proceedings or litigation. None of the Executive Officers and Directors has been convicted of a felony or none have been convicted of any criminal offense, felony and misdemeanor relating to securities or performance in corporate office. To the best of the knowledge of the Executive Officers and Directors, no investigations of felonies, malfeasance in office or securities investigations are either pending or threatened at the present time.

## COMPENSATION OF DIRECTORS AND EXECUTIVE OFFICERS

### Summary Compensation Table

The following table sets forth the aggregate cash compensation paid for services rendered to the Company during the last three fiscal years by the Company's Chief Executive Officer and the Company's most highly compensated executive officers who served as such at the end of the last fiscal year (the "Named Executive Officers").

Name and Principal Position	Year	Annual Compensation		Long – Term Compensation Awards	
		Salary	Bonus	Other Annual Compensation	Securities Underlying Options / SARs (#) (1)
		\$	\$	\$	
T.M. Williams - President, Chief Executive Officer	2003	\$21,169 (1)	-	-	150,000
	2002	\$43,500 (1)	-	-	-
	2001	\$80,000 (1)	-	-	150,000

(1) All of the compensation paid to the Named Executive Officer is paid to T.M. Williams (Row), Ltd. for the services of Mr. Williams.

### Stock Option Plan

In September 1999, the directors of the Company adopted a non-qualified stock option plan (the "1999 Stock Option Plan"). Under the 1999 Stock Option Plan, options to purchase shares the Company's Common Stock may be granted to employees and to such other persons who are not employees as determined by the 1999 Stock Option Plan administrator (the "Administrator"). The maximum aggregate number of shares of the Company's Common Stock subject to option under the 1999 Stock Option Plan may not exceed 1,895,000. In determining the number of shares of the Company's Common Stock subject to each option granted under the 1999 Stock Option Plan, consideration is given to the present and potential contribution by such person to the success of the Company. The exercise price is determined by the Administrator, provided that the exercise price for any covered employee (as that term is defined for the purposes of Section 162(m) (3) of the Internal Revenue Code of 1986 as amended (the "Code"), may not be less than the fair market value per share of the Common Stock at the date of grant by the Administrator. Each option is for a term not in excess of ten years except in the case of the death of an optionee, in which case the option is exercisable for a maximum of twelve months thereafter, or in the case of an Optionee ceasing to be a participant under the 1999 Stock Option Plan for any reason other than cause or death, in which case the option is exercisable for a maximum of 30 days thereafter. The 1999 Stock Option Plan does not provide for the granting of financial assistance, whether by way of a loan, guarantee or otherwise, by the Company in connection with any purchase of shares of Common Stock from the Company.

If a third party acquires us through the purchase of all or substantially all of our assets, a merger or other business combination, except as otherwise provided in an individual award agreement, all unexercised options will terminate unless assumed by the successor corporation.

There were no stock purchase options granted under the 1999 Stock Option Plan, during the most recently completed fiscal year. No SARs (stock appreciation rights) were granted during this period.

### 2001 Stock Option Plan

In May 2001, the directors of the Company adopted the 2001 Stock Option Plan (the "2001 Stock Option Plan"). Under the 2001 Stock Option Plan, options to purchase shares the Company's Common Stock may be granted to employees of the Company and its subsidiaries, including officers, directors and certain advisors, who render services to the Company as determined by the 2001 Stock Option Plan administrator (the "Administrator") as Incentive Stock Options or as Nonstatutory Stock Options. The maximum aggregate number of shares of the Company's Common Stock subject to option under the 2001 Stock Option Plan may not exceed 2,000,000.

In determining the number of shares of the Company's Common Stock subject to each option granted under the 2001 Stock Option Plan, consideration is given to the present and potential contribution by such person to the success of the Company.

The exercise price is determined by the Administrator, provided that, to the extent required by law or regulation, the exercise price in the case of an Option granted to an Optionee who owns more than ten percent (10%) of the total combined voting power of all classes of outstanding stock of the Company shall not be less than one hundred ten percent (110%) of the Fair Market Value (as defined in the 2001 Stock Option Plan) on the grant date. The exercise price in the case of any Nonstatutory Stock Option, shall not be less than

eighty-five percent (85%) of the Fair Market Value on the grant date. The exercise price in the case of any Incentive Stock Option granted to persons other than to an Optionee who owns more than ten percent (10%) of the total combined voting power of all classes of outstanding stock of the Company, shall not be less than the Fair Market Value on the grant date.

At the time of the grant of the Option, the Plan Administrator shall designate, the expiration date of the Option, provided that no Option granted under the 2001 Stock Option Plan shall have a term exceeding 10 years from the date of grant, and no Option granted to an Optionee who owns more than ten percent (10%) of the total combined voting power of all classes of outstanding stock of the Company shall be exercisable after the expiration of five (5) years from the grant date (or less, in the discretion of the Administrator), except in the case of the death of an Optionee, in which case the option is exercisable for a maximum of twelve months thereafter, or in the case of an Optionee ceasing to be a participant under the 2001 Stock Option Plan for any reason other than cause or death, in which case the option is exercisable for a maximum of 30 days thereafter. The 2001 Stock Option Plan does not provide for the granting of financial assistance, whether by way of a loan, guarantee or otherwise, by the Company in connection with any purchase of shares of Common Stock from the Company.

An Option will be exercisable at such times, over such term and subject to such terms and conditions as the Plan Administrator determines. Payment of the exercise price may be made in such manner as the Plan Administrator may provide, including cash, delivery of shares of Common Stock already owned.

During the most recently completed fiscal year, 425,000 options with an exercise price of \$0.05 were granted to employees under the 2001 Stock Option Plan. No SARs (stock appreciation rights) were granted during this period.

Our Board of Directors administers the 1999 Stock Option Plan and the 2001 Stock Option Plan (collectively, the "Stock Option Plans"). Our Board is authorized to construe and interpret the provisions of the Stock Option Plans, to select employees, Directors and consultants to whom options will be granted, to determine the terms and conditions of options and, with the consent of the grantee, to amend the terms of any outstanding options.

The following table sets forth details of all exercises of options granted under the Stock Option Plans during the financial year of the Company ended December 31, 2003, by each of the Named Executive Officers and the value as at December 31, 2003, of unexercised options granted under the Stock Option Plans on an aggregate basis:

#### AGGREGATED OPTION EXERCISES IN LAST FISCAL YEAR AND YEAR END OPTION VALUES

Name	Shares Acquired on Exercise	Value Realized	Number of Options at Year End Exercisable / Unexercisable	Value of Options at Year End <sup>(1)</sup> Exercisable / Unexercisable
T. M. Williams	Nil	Nil	300,000/Nil	\$Nil <sup>(2)</sup> /Nil
H. W. Bromley	Nil	Nil	150,000/Nil	\$Nil <sup>(2)</sup> /Nil

- (1) On December 31, 2003, the closing price of Common Stock on the OTC Bulletin Board was \$0.04. For purposes of the foregoing table, stock options with an exercise price less than that amount are considered to be in-the-money and are considered to have a value equal to the difference between this amount and the exercise price of the stock option multiplied by the number of shares covered by the stock option.
- (2) These options were not in-the-money based on the December 31, 2003, closing price of \$0.04 for the Company's Common Stock.

#### Repricing of Options

During the fiscal year ended December 31, 2003, there was no repricing of options granted to any of the NEO under the Company's Stock Option Plans.

#### Long Term Incentive Plan Awards

The Company does not have any Long Term Incentive Plans. Directors receive no compensation for their service as such, although they do receive reimbursement for reasonable expenses incurred in attending meetings of the Board of Directors. The Company has no obligation or policy to grant stock options to Directors.

The Company may in the future create retirement, pension, profit sharing; insurance and medical reimbursement plans covering its Officers and Directors. At the present time, no such plans exist. No advances have been made or are contemplated by the Company to any of its Officers or Directors.

## Employment Contracts and Termination of Employment and Change of Control Arrangements

As previously disclosed in the Company's filing of an 8-K on August 27, 2001, the Company entered into a management consulting agreement with T.M. Williams (Row), Ltd., an Anguilla incorporated company and Mr. Williams dated August 20, 2001, (the "Williams Agreement"), in connection with the provision of services by Mr. Williams as President and Chief Executive Officer of the Company.

The Williams Agreement was amended on February 28, 2002, such that the Company will pay to T.M. Williams (Row) Ltd. 10% of the operating profit of the Company, as defined in the amendment, to a maximum of \$25,000 per month. There is no minimum monthly fee stipulated in the Williams Agreement.

As previously disclosed in the Company's filing of an June 30, 2002, 10-Q on August 15, 2002, the Company entered into a management consulting agreement with Bromley Accounting Services Ltd., an England and Wales incorporated company and Mr. Bromley dated July 2, 2002, (the "Bromley Agreement"), in connection with the provision of services by Mr. Bromley as Chief Financial Officer of the Company.

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of August 6, 2004, the outstanding Common Stock of the Company owned of record or beneficially by each Named Executive Officer and Director, and by each person who owned of record, or was known by the Company to own beneficially, more than 5% of the Company's Common Stock and the shareholdings of all Directors and Executive Officers as a group. A person is deemed the beneficial owner of securities that can be acquired by such person within 60 days from such date upon the exercise of options. Each beneficial owner's percentage ownership is determined by assuming that options that are held by such person and which are exercisable within 60 days from the date are exercised. As of August 6, 2004, there were 24,249,086 shares of the Company's Common Stock issued and outstanding.

Name	Shares Owned		Percent of Shares Owned
T. M. Williams, President, Chief and Executive Officer	1,889,858	(1)	6.82%
Peter Crossgrove, Director	450,000	(2)	1.62%
H. W. Bromley, Chief Financial Officer	250,000	(3)	0.90%
Bingo, Inc.	12,896,831	(4)	46.51%
All directors and Named Executive Officers as a group (3 individuals)	2,589,858		9.34%

Except as noted below, all shares are held beneficially and of record and each record shareholder has sole voting and investment power.

- (1) Includes 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.30 per share and 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.05 per share and 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.10 per share (which options are exercisable presently or within 60 days). Also includes 1,439,858 shares held directly by Mr. Williams. Mr. Williams, the Company's President and CEO and a nominee for election as a director, is the potential beneficiary of certain discretionary trusts that hold approximately 80% of Bingo, Inc. If Mr. Williams were to receive all the derivative securities to which he were potentially entitled under the trust his total ownership in the Company would be an additional 160,000 indirectly owned warrants with an exercise price of \$0.25; and 10,157,466 shares directly owned by Bingo, Inc which debenture conversion and warrants are exercisable presently or within 60 days.
- (2) Includes 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.30 per share and 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.05 per share and 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.10 per share (which options are exercisable presently or within 60 days).
- (3) Includes 150,000 shares of common stock that may be issued upon the exercise of 150,000 stock purchase options with an exercise price of \$0.05 per share and 100,000 shares of common stock that may be issued upon the exercise of 100,000 stock purchase options with an exercise price of \$0.10 per share.
- (4) Includes 12,696,831 shares held directly by Bingo, Inc and 200,000 common share purchase Warrants "B" with an exercise price of \$0.25 per share, which shares are issuable on the conversion of Warrants "B" are exercisable presently or within 60 days. Mr. Williams, our President and CEO and a nominee for election as a director, is the potential beneficiary of certain

discretionary trusts that hold approximately 80% of Bingo Inc. If Mr. Williams were to receive all the derivative securities to which he were potentially entitled under the trust his total ownership in the Company would be an additional 160,000 indirectly owned warrants with an exercise price of \$0.25; and 10,157,466 shares directly owned by Bingo, Inc.

#### **CHANGES IN CONTROL**

There were no changes in control since the last Annual General Meeting.

#### **PROPOSAL NO. 2 – APPROVAL OF AUDITOR**

##### **Relationship with Independent Auditor**

The Company has retained the firm of Dohan & Company, P.A., CPA.'s, as independent auditor of the Company for the fiscal year ending December 31, 2004. Dohan & Company, P.A., CPA.'s have been the Company's independent auditors since their appointment on March 27, 2003.

During the Company's most recent fiscal year ending December 31, 2003, the Company had no disagreements with Dohan and Company, P.A., CPA.'s on any matter of accounting principles or practices, financial statement disclosure, auditing scope or procedure which disagreements, if not resolved to the satisfaction of Dohan and Company, P.A., CPA.'s would have caused them to make reference to the subject matter of the disagreement in connection with their reports.

During the Company's most recent fiscal year ending December 31, 2003, there have been no reportable events with Dohan and Company, P.A., CPA.'s required to be disclosed by Item 304(a) (1) (v) of Regulation S-K of the SEC.

The Company does not expect a representative of Dohan and Company, P.A., CPA.'s to be present at the Annual Meeting and as such, they will not be available at the meeting to respond to questions.

Ratification of the appointment of Dohan and Company, P.A., CPA.'s as the Company's independent auditors for 2004 requires that the votes cast in favor of this matter exceed the votes cast in opposition. Any shares not voted (whether by abstention, broker non-vote or otherwise) have no impact on the vote for this matter.

##### **Disclosure of Auditor Fees**

Audit Fees: Fees paid or to be paid to Dohan and Company, P.A., CPA.'s, in connection with the audit of the Company's annual financial statements for the year ended December 31, 2003, and the review of the Company's interim financial statements included in the Company's Quarterly Reports on Form 10-Q during the year ended December 31, 2003, totalled approximately \$ 42,200.

##### **Financial Information Systems Design and Implementation Fees:**

The Company did not engage Dohan and Company, P.A., CPA.'s to provide services to the Company regarding financial information systems design and implementation during the year ended December 31, 2003.

##### **All Other Fees:**

Fees paid to Dohan and Company, P.A., CPA.'s by the Company during the year ended December 31, 2003, for tax advisory and other consultation services were approximately \$0.

##### **Vote Required**

A majority of votes by the shares of Common Stock present or represented and voting at the Annual Meeting is required to ratify the appointment of the Independent Auditors.

**THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF DOHAN AND COMPANY, P.A., CPA.'S AS THE COMPANY'S INDEPENDENT AUDITORS FOR 2004.**

#### **PROPOSAL NO. 3 – RATIFICATION OF THE ACTIONS OF OUR OFFICERS AND DIRECTORS FOR THE LAST YEAR AND FOR THE PERIOD FROM THE FISCAL YEAR END THROUGH THE DATE OF THIS SHAREHOLDER MEETING.**

The Board requests the shareholders approve, adopt, and ratify all lawful acts, contracts, proceedings, appointments, and payments of money by the Board of Directors and Officers of the Corporation for the last year and from the fiscal year end (December 31, 2003) up to and including the date of this Annual General Meeting (October 6, 2004).

**Vote Required**

A majority of votes by the shares of Common Stock present or represented and voting at the Annual Meeting is required to ratify all actions of the officers and directors.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS VOTING FOR RATIFICATION OF THE ACTIONS OF THE OFFICERS AND DIRECTORS.****OTHER MATTERS****Transfer Agent**

The Interwest Transfer Co., Inc., located at 1981 East, 4800 South, Suite 100 Salt Lake City Utah USA 84117, phone (801) 272-9294, fax (801) 277-3147 is the transfer agent for the Company's shares of Common Stock.

**Stockholder Proposals**

Stockholder proposals intended to be presented at the next Annual Meeting of Stockholders of the Company must meet the requirements of Rule 14a-8 promulgated by the Securities and Exchange Commission and must be received by the Company at its principal executive offices by March 31, 2005, in order to be considered for inclusion in the Company's proxy statement relating to such meeting.

**Additional Information**

Each shareholder has received the Company's Annual Report on Form 10-K containing the Company's audited financial statements for the fiscal year ended December 31, 2003, including the report of its independent chartered accountants with this proxy statement. Upon receipt of a written request, the Company will furnish to any shareholder, without charge, a copy of the Company's 2003 Form 10-K as filed with the SEC under the Securities Exchange Act of 1934 (including the financial statements and the schedules thereto and a list briefly describing the exhibits thereto). Shareholders should direct any request to the Company, 1166 Alberni St., Suite 1405, Vancouver, BC, Canada, Attention: T. M. Williams, President.

**Action on Other Matters**

The board of directors knows of no other matters to be brought before the shareholders at the Annual Meeting. In the event other matters are presented for a vote at the Annual Meeting, the proxy holders will vote shares represented by properly executed proxies in their discretion in accordance with their judgment on such matters.

At the Annual Meeting, management will report on the Company's business and shareholders will have the opportunity to ask questions.

**BINGO.COM, INC.****By Order of the Board of Directors**

*/s/ "T.M. Williams"*

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T.M. Williams  
President

Vancouver, BC, Canada

August 6, 2004