Odyssey Oil & Gas, Inc.
Form 10-K
April 15, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 10-K

(Mark One)

þ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2009

or

¨ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

ODYSSEY OIL & ENERGY, INC.
(Name of registrant as specified in its charter)

Florida	333-106299	65-1139235
(State or other jurisdiction of incorporation or organization)	(Commission file number)	(I.R.S. Employer Identification No.)

18 George Avenue
Rivonia, 2128 South Africa
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: +27 (11) 807-1446

Securities registered under Section 12(b) of the Act:
None
Securities registered under Section 12(g) of the Act:

Common Stock, par value $ 0.0001 per share
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
¨ Yes þ No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
¨ Yes þ No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes þ No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Not Applicable.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. þ

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company:

Large accelerated filer	¨	Accelerated filer	¨
Non-accelerated filer (Do not check if a smaller reporting company)	¨	Smaller reporting company	þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ¨ No þ

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was sold, or the average bid and asked prices of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter.

As of April 14, 2010, the aggregate market value of the voting stock held by non-affiliates of the registrant based on a value of $0.98 per share on June 30, 2009 was $123,888,170.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. 228,566,500 shares of common stock are issued and outstanding as of April 14, 2010.

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ITEM 1 DESCRIPTION OF BUSINESS

Overview of the Company and its Prior Strategy

Advanced Sports Technologies, Inc. (AST) was incorporated in the state of Florida on August 9, 2001.

The Company's initial efforts were focused on developing and marketing premium-quality, premium-priced, branded fitness and exercise equipment to the home fitness equipment market. Our original business plan included marketing products directly to consumers through a variety of direct marketing channels, including spot television commercials, infomercials, print media, direct response mailings and the Internet. Initial consumers targeted for the Company's efforts included health clubs and gyms, rehabilitation clinics, hospitals, colleges and universities, hotels and motels and the military and governmental agencies.

AST licensed the rights to a portable gym subject to patent protection in the United States, which may be marketed under the trademark Better Buns. It was the Company's intention for this product to be its first direct-marketed product, although the Company was unsuccessful in its attempts to raise funding for marketing. All patents, trademarks and other intellectual property associated with the Better Buns product are owned by, and the Company's license agreement was with, Exerciting LLC, which is owned by the brothers of the Company's former President and sole director. Prior to the Merger (as defined below and discussed herein), the Company was searching for other products to license or acquire for introduction. AST has not generated any revenues through the sale of the Better Buns product or otherwise and has not engaged in any research and development or marketing activities due to limited funds and resources.

In May 2005, the Company received notice that it was in breach of its license agreement with Exerciting, LLC for the Better Buns product and that the license was being terminated.

The Merger

On September 23, 2005, the Company changed focus through a merger with CardioBioMedical Corporation. We created a wholly owned Delaware subsidiary for the purpose of merging with CBM, a Delaware corporation. With the consent of shareholders holding over 95% of the shares of CBM entitled to vote, the Sub merged with and into CBM with CBM being the surviving corporation. CBM then became a subsidiary of the Company and the separate existence of Sub ceased.

The consideration for the Merger consisted of 22,077,509 shares of AST common stock, $.0001 par value, payable to the shareholders of CBM and a warrant, exercisable beginning January 1, 2008, to purchase 6,500,000 shares of AST common stock at a purchase price of $.01 per share payable to the sole warrant holder of CBM. At the effective time of the Merger and without any action on the part of CBM stockholders, each one share of CBM common stock (except for shares held in treasury and dissenting shares) was converted into the right to receive one share of common stock of the Company, and the CBM warrant referenced above was exchanged for an equivalent AST warrant.

Further in connection with the Merger, the Board of Directors accepted the resignation of Curtis Olschansky as sole director and officer of the Company and elected James F. Mongiardo to fill the vacancy on the Board. Mr. Mongiardo was also elected to serve as Chief Executive Officer and President of AST.

CBM was formed in May 2003 to commercialize, in licensed territories, devices incorporating proprietary and patented technology relating to a new scientific technique applying bio-cybernetic principles and frequency analysis in non-invasive medical devices. CBM currently is a party to a non-exclusive license from a patent holder to sell a proprietary device in designated territories and has a commitment from such patent-holder to perform consulting services for CBM at its request.

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The Medical Problem

According to the American Heart Association's latest cardiovascular disease statistics (estimates for 2002), cardiovascular disease is the number one killer in the United States. Cardiovascular dysfunction, especially atherosclerosis (hardening of the arteries) and its manifestations, debilitates nearly 13 million Americans and annually causes approximately 900,000 deaths in the United States. The main cause of cardiac death is acute myocardial infarction. Myocardial infarction refers to the injury or death of heart muscle and tissue because of interrupted blood flow to the area, typically as a result of atherosclerosis. An acute myocardial infarction will occur in 1.2 million people in the United States each year, 500,000 of whom will die during this acute event. Among those who experience sudden cardiac death, coronary artery disease ("CAD") is the main cause of death. A very important risk factor is "silent" ischemia (or restricted blood flow), i.e. the asymptomatic form of CAD.

In 1903, Willem Einthoven devised the string galvanometer to indicate and graphically record changes of electric potential at various points on the exterior surface of the human body caused by contractions of the myocardium or heart muscle. His invention became the electrocardiogram ("ECG"). ECG devices measure the electrical impulses generated by the myocardial cells. The standard ECG test records the positive and negative electrical waves resulting from each heartbeat. This means that a standard ECG study examines the electrical output in the time domain, i.e., a one-dimensional examination. This can limit the amount of data generated and, accordingly, the diagnostic value of the device. While the standard ECG is not invasive, it is also of low accuracy (50-55% for CAD) and is insensitive to ischemia according to the Yale University School of Medicine Heart Book.

In order for a physician to get a more accurate understanding of the coronary risk associated with a patient, more expensive, complicated and riskier diagnostic procedures are available. If CAD can be detected at an early stage, there exist multiple treatment regimens that may effectively treat CAD.

The Product

As noted above, CBM has a non-exclusive license to market a proprietary medical device designed for the non-invasive early diagnosis of coronary artery diseases, particularly myocardial injury caused by ischemia, in the United States, Canada and Mexico. The product, known as the Cardio Spectrum Diagnostic System ("CSD"), has received approval under Underwriters Laboratories, Inc.'s electrical safety standards (UL-2601), the European Union's standard for marketing a medical device (CE) and the Federal Communication Commission's standards for marketing a computer. In addition, CBM received 510(k) clearance from the U.S. Food and Drug Administration to market the CSD in the United States.

The basic concept underlying the proprietary technology incorporated in the CSD is the recognition that time domain myocardial electrical signals can be transformed into frequency domain and then analyzed. This concept is easily understood through the example of sunshine. To the naked eye, sunshine appears to be white. Scientists, however, regard sunshine more precisely as a spectrum in which one can see that the white comprises an infinite array of colors just like a rainbow. Similarly, the electrical signals given by the ECG can be transformed from the time domain into the frequency domain and then analyzed. It is our contention that this frequency domain gives a more complete and accurate assessment of the coronary disease status of a patient than other standard, non-invasive coronary diagnostic procedures.

The CSD is the culmination of 20 years of research and development. Included in its software are over 20,000 patient test results. The procedure utilizing the device is performed non- invasively while the patient is at rest, with the goal of eliminating the risks associated with either exercise or the injection of dyes or a catheter. After attaching the leads to the patient, the procedure is completed in approximately 90 seconds. Results to date have shown that the CSD is effective at non-invasively diagnosing CAD with more than 90% sensitivity and specificity.

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A New Strategy

The objective of the Company was to establish the CSD as the standard of care for the detection of early-stage ischemic heart disease. Our strategy included first establishing the system with cardiologists and then gaining acceptance and use by other physician specialties and hospitals. We believed critical in U.S. hospital market acceptance will be the cost savings of the CSD in both the early detection of disease and the elimination of the need to perform multiple and more expensive diagnostic procedures to determine a patient's cardiac health.

Even though the CSD may be marketed in the United States today, the Company believed that the key to successful marketing here and elsewhere was the insurance reimbursement. Historically, medical devices are not accepted by the medical community or hospitals in any meaningful manner until there is associated insurance reimbursement for use of the device. Therefore, one of the first objectives of the Company was to obtain a "CPT Code" for the CSD. CPT codes describe medical or psychiatric procedures performed by physicians and other health-care providers. The codes were developed by HCFA (Health Care Financing Administration, a government department that sets insurance reimbursement rates) to assist in the assignment of reimbursement amounts to providers by Medicare carriers. A growing number of managed care and other insurance companies, however, base their reimbursements on the values established by HCFA.

We intended to seek a CPT code through a concentrated set of clinical trials that was to begin with physicians associated with major teaching hospitals. The first such trial was started at Cedars Sinai Medical Center in Los Angeles, California. While clinical data was being generated to support a CPT code application, we further intended to conduct additional clinical trials to "seed" the market in the United States. We also expected that use of the CSD by cardiologists at major teaching hospitals and other opinion leader locations will have supported market introduction.

We intended to sell the CSD to physicians including group practices, hospitals and health maintenance organizations. We anticipated that marketing will focus on its advantages, namely its sensitivity and specificity as a non-invasive diagnostic tool to assist the physician in determining whether a patient has CAD. We intended to use traditional vehicles to convey this message, including medical journal advertising, direct mail and participation in medical meetings and conferences. We also intended to market and sell the CSD through a hybrid sales effort. In the United States, medical devices are sold through direct sales forces, distributors or a combination of both. Because the CSD test results include a suggested diagnosis, we believed that the CSD may have been suitable for sale through distributors. To augment that effort and include key account selling, e.g. hospital chains, we also anticipate hiring a small direct sales force.

In addition to a suggested diagnosis, the CSD test results gives the physician additional diagnostic information about the coronary health of the patient. The power spectrum, dual lead correlation and location results of the CSD test offer an additional potential revenue source. We planned to offer physicians a service to analyze this additional information to further assist the physician in treating the patient.

Manufacturing and Distribution

We expected that the CSD would have been be supplied by its inventor, Professor Dan Qun Fang. The product consists of commercially available hardware components and proprietary software owned by Prof. Fang and licensed to CBM. Pursuant to the license agreement for the CSD, CBM had the benefit of "most favored nation" pricing, or pricing as favorable as that received by other sales licensees/customers of the same products on comparable terms and conditions.

Competition

The market for medical devices is highly competitive and is served by a number of well-established companies with recognized names. In order to effectively compete, we would have been required to make substantial investments in sales and marketing as well as research and development. Many products are sold by companies with greater resources than the Company and there was no assurance that we would have been successful in gaining significant market share for the CSD or other products and product candidates or earning a return on our investment in such products and product candidates.

Equipment used by the physician as a diagnostic aid in determining whether a patient has coronary artery disease includes electrocardiogram equipment, stress electrocardiogram equipment, impedance cardiography equipment, echocardiogram equipment, stress echocardiogram equipment, Thallium SPECT equipment, Ultra-Fast CT Scan equipment, CT angiogram equipment, Pet Scan equipment and angiogram equipment. In addition to competition from these devices and their respective manufacturers, the Company believed that it would have had one primary direct competitor, Premier Heart, which markets a two lead detection system known as the 3DMPTsystem, as opposed to the 12 lead detection system used by the CSD.

* establish registration for device manufacturers (both domestic and foreign) and importers,

* medical device listing by firms that manufacture, re-package and re-label develop specifications, reprocess single-use devices, remanufacture and/or manufacture accessories and components sold directly to the end user,

* quality system regulation, including requirements related to the methods used in and the facilities and controls used for designing, purchasing, manufacturing, packaging, labeling, storing, installing and servicing of medical devices,

* labeling requirements as well as descriptive and informational literature that accompanies the device, and

* medical device reporting to report incidents in which a device may have caused or contributed to a death or serious injury.

As noted above, the CSD system has received UL-2601, CE and FCC approval, and CBM has received 510(k) clearance from the FDA to market the CSD in the United States. We also intend to apply for a CPT Code for insurance reimbursement purposes. Future products and product candidates will likely have to go through the pre market notification or pre market approval process, and will be subject to the applicable regulatory requirements discussed above. There can be no assurances that approval would be granted for any future product or product candidate, whether in the United States or elsewhere, on a timely basis or at all. Furthermore, if approval is granted, the product or device would be subject to continuing regulatory regulations and oversight. The approval process is expensive and can take a long time to complete, and the cost involved in satisfying applicable ongoing compliance requirements is high.

RESEARCH AND DEVELOPMENT

The Company did not invest in research and development for the Better Buns or any other fitness product. Through December 31, 2007, CBM had invested $126,969 in research and development activities for the CSD system. This amount has been borne solely by CBM, and the Company does not expect in the near term to receive external funding for research and development activities. These expenditures have included retaining Averion, Inc., a clinical research organization, to assist in the development of clinical protocols, monitoring of clinical trials and analysis of data. CBM also pays for all expenses associated with its clinical trials, including fees charged by the Institutional Review Board and a fee per patient enrolled.

Our New and Current Strategy

The company was not having much success with CardioBioMedical Corporation and on April 21, 2006, the ownership of CardioBioMedical Corporation was exchanged for 22,077,509 shares of Odyssey common stock with the original stockholders. In addition, we changed the name of our company to Odyssey Oil & Energy, Inc to reflect our new strategy.

On April 21, 2006, we began the realization of our new strategy by purchasing a 10% working interest in oil and gas leases in Texas from Centurion Gold Holdings, Inc., a related public company. During 2007, the well underwent various repairs but none of the repairs were successful. On January 15, 2008 it was decided to plug the well and abandon it. We do not expect to purchase other working interests in oil and gas wells in the future. However, the company will explore investments in other energy related enterprises.

On November 21, 2007 we entered into a new phase of our strategy by acquiring a Uranium Prospect known as Springbok Flats in the Bela Bela District of South Africa. After numerous months of due diligence and some geological work on samples provided to us, it was determined that it would not be viable to exploit the Uranium deposit. On October 24, 2009 the Company entered into a contract with MCA Capital Assets (Pty) Ltd to mutually cancel the original acquisition agreement. The Company has no further obligations in regards to the original agreement. All expenses have been reclassified to discontinued operations on the statement of operations.

On June 16, 2008, the Company acquired ALG Bio Oils Limited, which in turn owns 100% of ALG Western Oils (Pty) Ltd. ALG Western Oils has the technology to make bio fuel from algae and had entered into a Letter of Intent with Xstrata Alloys to begin a bio fuel project at the Boshoek smelter in South Africa. The pilot plant was completed during 2009 and the productivity of the algae growth and carbon capture is being tested and modified where appropriate. This acquisition continues the Company’s strategy of investing in energy related enterprises. The Company intends to expand the making of bio fuels from algae to other large mining Companies in South Africa.

On May 26, 2009, the Company acquired 51% of H-Power (Pty) Ltd. H-Power (Pty) Limited, a South African registered company, which owns an exclusive license to develop and market batteries based on patented Hybrid Battery Technology worldwide. However, on August 27, 2009, the Company entered into an agreement to cancel the purchase of the 51% of H-Power (Pty) Ltd. H-Power required substantial capital as well as a partner to develop a production line for the batteries based on its patented Hybrid Battery Technology. Despite making large loans to H-Power the Company was not able to secure the needed financing or a substantial partner. Under the circumstances, the Board of Directors believed it was in the best interests of the Company to enter into the cancellation agreement. The agreement called for the return of the 65 million common shares originally issued, the return of 4 million common shares issued to consultants and the repayment of all funds advanced since acquisition. On August 27, 2009 the agreement was officially cancelled.

The Company's prime objective is still to invest in green and green energy related projects.

EMPLOYEES

The Company currently employs Arthur Johnson as its president and Nicolaas Theunissen as its vice-president. On December 3, 2009, Mr. Johnson received five million common shares valued for financial accounting purposes at $400,000 ($.08 per share) as compensation for prior years' services. In addition, officer compensation totaling $500,000 ($250,000 each) was accrued for the current year. These individuals are also directors.

ITEM 2. DESCRIPTION OF PROPERTY

Our principal office facility is presently located in space owned by our president. During 2009, the Company recorded additional paid-in capital of $12,000 for the fair value of rent and services contributed to the Company by its president.

ITEM 3. LEGAL PROCEEDINGS

We are not party to any legal proceedings as of the date of this Form 10 K.

ITEM 4. REMOVED AND RESERVED

None.

PART II.

ITEM 5. MARKET FOR COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

Our common stock was approved for an unpriced quotation on the Over the Counter Bulletin Board on October 19, 2004.

As of April 14, 2010, there were 128 shareholders of record of our common stock and a total of 228,566,500 common shares outstanding.

We have never paid any dividends and do not currently anticipate paying dividends in the future. Any payment of cash dividends in the future will be dependent upon the amount of funds legally available, our earnings, financial condition, capital requirements and other factors that our Board of Directors may think are relevant.

On May 1, 2008 the Company forward split the common shares of the Company on a basis of 3 shares for every 1 share held. As a result of the stock split, all share and per share data have been retroactively adjusted to give effect to the stock split.

There are currently no outstanding options or warrants to purchase, or any securities that are convertible into, our common stock. The single warrant to purchase 6,500,000 shares issued in connection with the CBM Merger was cancelled upon exchange of ownership in CBM with the original stockholders.

ITEM 6. SELECTED FINANCIAL DATA

Statements of Operations Information

	Year ended Dec. 31, 2009	Year Ended Dec. 31, 2008	For the Period May 28, 2003 (Inception) to Dec. 31, 2009
Revenue	$ -	$ -	$ 26,695
Loss from continuing operations	(16,809,356)	(21,806,607)	(39,101,453)
Loss from discontinued operations	(23,558,654)	(304,437)	(32,139,852)
Loss from operations before income taxes	(16,809,356)	(21,806,607)	(39,101,453)
Net loss	(39,622,892)	(22,111,044)	(70,496,187)
Net loss per share basic and diluted:			
Continuing operations	$ (.08)	$ (.17)	
Discontinued operations	(.11)	-	
Total	$ (.19)	$ (.17)	
Weighted average number of shares outstanding during the period-basic and diluted	213,494,725	127,590,860	

Balance Sheets Information

	Dec. 31, 2009	Dec. 31, 2008
Cash	$ 4,907	$ 1,196
Total Assets	735,496	2,196
Current Liabilities	982,872	642,703
Total Liabilities	982,872	642,703
Stockholders' (Deficit)	(247,376)	(323,643)

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Certain statements contained in this discussion and analysis or incorporated herein by reference that are not related to historical results are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Statements that are predictive, that depend upon or refer to future events or conditions, and/or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates," "hopes," and similar expressions constitute forward-looking statements. In addition, any statements concerning future financial performance (including future revenues, earnings or growth rates), business strategies or prospects, or possible future actions by us are also forward-looking statements.

These forward-looking statements are