

INFORMATION AND DISCLOSURE STATEMENT  
PURSUANT TO RULE  
15C2-11 (a)(5)

January 21, 2005

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM BIOGENERICS LIMITED. IN ACCORDANCE WITH RULE 15c2-1 I (a)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED, AND IS INTENDED ONLY AS INFORMATION TO BE USED BY SECURITIES BROKER DEALERS.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true and correct to the best of my knowledge and belief

January 21, 2005

**By: Gary Kelley**  
**President, CEO and Director**

COPIES OF THIS INFORMATION AND DISCLOSURE STATEMENT ARE AVAILABLE FROM THE ISSUER UPON REQUEST.

# **BIOGENERICS LIMITED**

## **INFORMATION STATEMENT PURSUANT TO RULE 15C2-11 OF THE SECURITIES EXCHANGE ACT OF 1934**

Information required to conform with the provisions of Subparagraph (a)(4) of Rule 15c2-11 promulgated by the Securities and Exchange Commission under the Securities Act of 1934.

**Item 1. The Exact name of the Issuer and its Predecessor (if any):**

BIOGENERICS LIMITED formerly I & I Sport Company Inc.

**Item 2. The Address of its Principal Executive Offices:**

711 S Carson Street, Suite 4,  
Carson City, NY  
89701 USA  
Fax: (905) 732-7448  
Website: <http://www.biogenericslimited.com>

Investor Relations Office:  
25 Shotwell St.  
Welland, Ont.  
L3C 1N7  
Kathy Bassi (905) 714-0058

**Item 3: The State of Incorporation:**

Nevada - April 17, 2002

**Item 4: The exact Title and Class of the Security:**

Cusip # 09063F 10 1      ISIN US 09063F 10 12  
The issuer has one (1) class of equities authorized.  
Common Stock—50,000,000 shares authorized  
Symbol : BIGN

**Item 5: The Stated value of the Security:**

Common Stock, par value 0.001

**Item 6: The Number of Shares of Total Amount of the Securities Outstanding as of December 31, 2004 Year End.**

Authorized 50,000,000 common shares  
Outstanding 15,432,000 common shares  
Freely Tradable 15,432,000 common shares  
The company has 39 shareholders

**The Number of Shares of Total Amount of the Securities Outstanding as of December 31, 2003 Year End.**

Authorized 75,000 common shares  
Outstanding 50,000 common shares  
Freely Tradable 50,000 common shares  
The company had 1 shareholders

**The Number of Shares of Total Amount of the Securities Outstanding as of December 31, 2002 Year End.**

Authorized 75,000 common shares  
Outstanding 50,000 common shares  
Freely Tradable 50,000 common shares  
The company had 1 shareholders

There have been no share offerings as of December 31, 2004.

**Item 7: Name and Address of the Transfer Agent**

Select Fidelity Transfer Services Ltd.  
335 Bay St. 6<sup>th</sup> Floor, Suite 600  
Toronto, Ont. M5H 2R3  
Telephone: (416) 203-8026

The above transfer agency is SEC approved. SEC FILE # 084-06139.

**Item 8: The Nature of the Issuer's Business**

Biogenerics strategically invests in oil & gas extraction technology as well as producing oil wells and firms that possess true intellectual technology. Our focus is on the oil & gas industry, environmentally sensitive products and other opportunities that fit our business models and provide potential synergies between new companies and those already existing in our portfolio.

**A Business Development:**

1. Nevada Corporation.
2. April 17, 2002.
3. December 31, 2004.
4. No.
5. No.
6. No.
7. Initial authorized capital stock on incorporation of I & I Sport Company Inc. 75,000 common shares without par value.
8. June 17, 2004 amended to increase to 50,000,000 common shares with a par value of 0.001.
9. None.
10. No.
11. None.

## **B Business of Issuer:**

Biogenetics strategically invests in oil & gas extraction technology as well as producing oil wells and firms that possess true intellectual technology. Our focus is on the oil & gas industry, environmentally sensitive products and other opportunities that fit our business models and provide potential synergies between new companies and those already existing in our portfolio.

1. The company's SIC code is 6799.
2. The issuer is currently investing in companies operating oil & gas wells and companies that have developed oil & gas extraction technologies.
3. N/A.  
The issuer does not anticipate any adverse effect from existing or probable governmental regulations of its business.
4. No R & D costs to date.
5. None to date will be assessed on a case by case basis, see # 4 above.
6. The company currently has 6 full time and 2 part time employees.

## **OPERATIONS AND ACTIVITIES**

To the extent the issuer is a merchant bank. It invests in the technology and products of companies that fit our business model. The investments are initially carried at cost and full disclosure of restrictions or impairments if any as well as policies used to value or depreciate assets are fully disclosed in the attached Financial Statements that form part of this filing. Currently the company has invested in an oil & gas producing property and is looking to invest in advanced technologies that allow marginal wells to significantly increase production. The issuer currently does not own any real estate and currently leases its offices.

## **C Investment Policies**

Biogenetics Limited has invested 50 % into Tyche Energy Inc. formerly 2021877 Ontario Inc. which is an oil & gas company. As well as an investment in Mariners Choice Corp which manufactures and markets environmentally friendly cleaning products for the shipping industry.

1. The issuer does not own any real estate.
2. The issuer has not investment in mortgages.
3. There is no one individual involved in real estate investment activity.

## **Item 9: The Nature of the Products or Services Offered:**

The issuer is a merchant bank.

1. See company profile.
2. N/A.
3. N/A.
4. The business invests in other companies products and technology and as such has no competition.
5. N/A.
6. N/A.

7. N/A
8. N/A.

**Item 10: The Nature and Extent of the Issuer's Facilities:**

Biogenetics' offices are located at: 711 S Carson Street, Suite 4, Carson Nevada. 89701 US  
The issuer does not lease assets.

1. N/A
2. N/A
3. N/A
4. N/A
5. N/A
6. N/A
7. (a-e) N/A.  
(f) N/A except as disclosed in Financial Reports.

**Item 11: The names of Chief Executive Officers and Members of the Board of Directors:**

<u>Name</u>	<u>Position</u>
Gary Kelley	President, CEO and Director Tel # 519-576-1839 Email <a href="mailto:j.kelley@rogers.com">j.kelley@rogers.com</a> 1061 Queens Blvd. Suite 704, Kitchener ON N2M 1C1
Paul Smith	Vice President, CEO, CFO and Director Tel # 905-481-2533 Beamsville, ON
E. Peter Rowe	Director
Ian M Colquhoun	Director
Jean Claude Bonhomme	Director
Cynthia DeMonte	DeMonte Associates, Public Relations Tel # 212-605-0525 Email <a href="mailto:cdemonte@aol.com">cdemonte@aol.com</a>
Peter Tuovi	Independent Counsel Tel # 416-258-8422 Email <a href="mailto:ptuovi@tuovi.com">ptuovi@tuovi.com</a> 116 Spadina Ave. Suite 101, Toronto ON M5V 2K6
Raymond Tisi	Independent Auditor C.A. and Advisor Tel # 905-788-2030 Email <a href="mailto:ray@rtisi.ca">ray@rtisi.ca</a> 247 East Main St., Welland ON L3B 3Y5
Americo DeRosa	Advisor Tel # 905-984-0414 Email <a href="mailto:rickderosa@hotmail.com">rickderosa@hotmail.com</a> 692 Penner St., Virgil ON L0S 1T0

## **Gary Kelley - President, CEO and Director**

Gary Kelley is President, CEO and director of Biogenics.  
Mr. Kelley took the position in June 17 2004.

Mr. Kelley has over twenty years of management experience. Mr. Kelley's primary role will be that of project manager. Biogenics Limited is dependent on the advice of independent consultants hired on contract basis. With his experience in project management, the company is confident that Mr. Kelley will successfully allocate

Biogenics also feels that with Mr. Kelley's experience, he has the right qualifications to contract and hire the proper independent consultants and assign projects priority. It his hands on management ability that Biogenics feels is an asset.

## **Paul Smith – Vice President, CEO, CFO and Directors**

Paul Smith is the Vice President, CFO and director of Biogenics Limited.

Mr. Smith will have the responsibility of developing a corporate communications and investor relations department. Paul will be responsible for timely dissemination of any pertinent developments both to the shareholders and to the media.

Our philosophy is that shareholders are the true owners of the company and should have direct access to any pertinent information effecting the performance of their investment. It will be Mr. Smiths task to effectively co-ordinate the process.

## **KEY MANAGEMENT TEAM**

### **E. Peter Rowe**

Mr. Rowe is an experienced oil and gas executive with over 27 years experience in the petroleum industry. He is the third generation of a family that traces its oil and gas roots back to 1897. Mr. Rowe was a founder and President of E. P. Rowe Oil Limited, a private Ontario based oil and gas company credited with discovering the Dover 7-5-V East Pool in 1983. From 1983 to 1986, Mr. Rowe served as Vice President of Exploration for Paladin Petroleum Corporation, a public Ontario oil and gas company. In 1986, E. P. Rowe Oil Limited merged with Paladin Petroleum Corporation to form PPC Oil & Gas Corp. ("PPC") and was listed on the TSE. Mr. Rowe served as President and CEO of PPC from 1987 to 1990. In 1991, PPC merged with Paragon Petroleum Corporation. Mr. Rowe served as Vice President of Eastern Operations for Paragon from 1991 to November 1994. Most recently Mr. Rowe served as Chairman and CEO of Rubicon Petroleum Inc. and is currently past President of the Ontario Petroleum Institute (the "Institute") and serves as both a Director and a member of the Executive Committee of the Institute.

### **Jean Claude Bonhomme**

Mr. Bonhomme is an experienced executive with over 27 years of experience in the Ontario oil and gas industry. Mr. Bonhomme started his career in the petroleum industry in 1982 as a founder of Paladin Petroleum Corporation, an Ontario based company formed to exploit the undeveloped lands of AMOCO Canada Ltd., Shell Canada Limited and Canadian Occidental Petroleum Inc. Most recently he has been engaged in the mining and technology sectors where he served as a director of several Canadian mining and technology companies.

## **Ian M. Colquhoun, Ph.D**

Mr. Colquhoun is an exploration Geologist with over 7 years of experience in the Ontario oil and gas industry. Mr. Colquhoun received his BSs. and MSc. in geology from Brock University where he published theses on the Trenton Group carbonates of southwestern Ontario. Mr. Colquhoun is also the author of several confidential reports on the Alberta oil sands pursuant to agreements between AOSTRA, the University of Western Ontario and industry. He began his career in Ontario with Pembina Resources in 1995 and has been employed as a consultant by several large and intermediate exploration companies in Ontario including, Resource Professionals Inc., Icon Petroleum Inc., Daybreak Energy Corporation, Cobra Oil & Gas Corp., and Rubicon Petroleum Inc. Most recently Mr. Colquhoun served as Ontario Exploration Manager for Calgary based Veteran Resources Inc. His background in geological consultation includes the development of exploration prospects within the Ordovician Trenton Black-River play of the Appalachian Basin and the Silurian Pinnacle Reef play of the Michigan Basin. Mr. Colquhoun received a certificate of merit from the American Association of Petroleum Geologists ("AAPG") in connection with his work on the Trenton Black-River core workshop during the Eastern Section meeting in September 2000. Mr. Colquhoun is a member of the Canadian Society of Petroleum Geologists, the AAPG, the APGO, and the Ontario Petroleum Institute.

Management is responsible for internal control and record keeping to ensure records are up to date and available for chartered accountant inspection at year end.

- 1 - None of the above named individuals have any criminal convictions and are not involved in any criminal proceedings.
- 2 - None of the above named individuals face any restrictions that would allow them to not participate in any business, securities, commodities, or banking activities.
- 3 – None of the above named individuals are in violation of any federal or state securities or commodities laws.
- 4 – None of the above named individuals face any suspensions, which prohibits their involvement in any type of business or securities activity.

### Shareholders holding more than 5% of any class

Ivan Cavric	7 %
Americo DeRosa	13 %
CDS & CO	26 %
South Concord Corporation	6 %
CEDE & CO	36 %
Primequest Financial	10 %

## **Item 12: The Issuer's most Recent Balance Sheet, Statement of Operations and Statement of Cash Flows:**

See 2002 Financial Statement Package

See 2003 Financial Statement Package

See 2004 Financial Statement Package – see 15c211 Information Statement.

**Item 13: Similar Financial Information For Such Part of The Two Preceding Fiscal Years As That Issuer Or Its Predecessor as Been In Existence:**

The Issuer's financial statements for such part of the preceding fiscal years as the Issuer has been in existence is included in the previous filing and is available for public viewing.

**Item 14: Is the Broker/Dealer or Associated Persons Affiliated Directly or Indirectly with the Issuer:**

Management of the Issuer is not aware of any Broker/Dealer or associated persons or entities that are affiliated, either directly or indirectly, with the Issuer.

**Item 15: Is the Quotation Being Published/Submitted on Behalf of any other Broker/Dealer, and if so, the Name of such broker or dealer?**

Management of the Issuer is not aware of any Broker/Dealer submitting quotations with respect to the Issuer's common stock on behalf of any other broker or dealer.

**Item 16: Is the Quotation Being Submitted/Published/ Directly or Indirectly on Behalf of the Issuer, or Any Director, Officer or Any Person Directly/Indirectly the Beneficial Owner of More Than 10% of the Outstanding Shares of Any Security of The Issue?**

Americo DeRosa, CDS & CO, CEDE & CO, Primequest Financial

**Capital Structure**

**The Number of Shares of Total Amount of the Securities Outstanding as of December 31, 2004 Year End.**

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The company had 1 shareholders

## **Year End Financial Reports**

With respect to the financial statements prepared and attached under the Information Statement, please be advised that because statements were prepared as of December 31, 2004.

- \* agreements - N/A
- \* asset acquisition - N/A
- \* debt or financial obligation - N/A
- \* off balance sheet transactions - N/A
- \* costs associated with exit or disposal activities - N/A
- \* material impairments - N/A
- \* unregistered sales of equity securities - N/A
- \* material modification to rights - N/A
- \* changes in accountant - N/A
- \* change in control of issuer or directors and principals - N/A
- \* change in fiscal year bylaws or issuers code of ethics, N/A

*The above information has been undersigned on the date indicated.*

/s/ Gary Kelley  
Gary Kelley - CEO  
President / Director  
January 21, 2005

**ASSOCIATED FINANCIAL CORPORATION**

**38 DOROTHY ST.**

**WELLAND, ONTARIO L3B 3V7**

**TEL: 905 732 7448    FAX: 905 468 1631**

**BIOGENERICS LIMITED**

**FINANCIAL STATEMENTS**

**YEAR ENDING DECEMBER 31, 2004**

**NOTICE TO MANAGEMENT**

At your request, we have prepared the accompanying balance sheet as at December 31, 2004 and the statements of income and retained earnings for the year ending from the books and records of Biogenerics Limited and from other information supplied to us by management. These financial statements have been prepared in accordance with generally accepted accounting principles.

**WELLAND ONTARIO**

January 21, 2005

**BIOGENERICS LIMITED (A NEVADA CORPORATION)**  
**(FORMERLY I & I SPORT COMPANY INC.)**  
**BALANCE SHEET AS AT DECEMBER 31, 2004**  
**(UNAUDITED - see notice to reader)**

	<u>2004</u>	<u>2003</u>
	\$	\$
<b>ASSETS</b>		
<b>CURRENT</b>		
Cash	<u>296,804</u>	<u>15,915</u>
<b>LONG TERM</b>		
Investments - note 1	<u>452,000</u>	<u>0</u>
	<u><u>748,804</u></u>	<u><u>15,915</u></u>

**SHAREHOLDERS' EQUITY**

<b>SHAREHOLDERS' EQUITY</b>		
Share capital note 2	1,025,000	25,000
Retained earnings (Deficit)	<u>(276,196)</u>	<u>(9,085)</u>
	<u><u>748,804</u></u>	<u><u>15,915</u></u>

**BIOGENERICS LIMITED (A NEVADA CORPORATION)**  
**(FORMERLY I & I SPORT COMPANY INC.)**  
**STATEMENT OF INCOME AND RETAINED EARNINGS (DEFICIT)**  
**FOR THE YEAR ENDING DECEMBER 31, 2004**  
**(UNAUDITED - see notice to reader)**

	<b>2004</b>	<b>2003</b>
	<b>\$</b>	<b>\$</b>
<b>INCOME</b>	<u>0</u>	<u>0</u>
<b>ADMINISTRATIVE EXPENSES</b>		
Marketing & Promotion	35,215	0
Bank charges and interest	625	480
Legal fees	5,000	0
Directors Fees	20,000	0
Management Fees	144,215	3,000
Consulting Fees	30,000	0
Rent	12,840	0
Business Fees	5,000	1,210
Office	2,341	0
Telecommunications	3,125	0
Transfer agent and resident agent fees	8,750	0
	<u>267,111</u>	<u>4,690</u>
<b>NET INCOME (LOSS) FOR THE YEAR</b>	<u>(267,111)</u>	<u>(4,690)</u>
<b>RETAINED EARNINGS (DEFICIT), BEGINNING OF YEAR</b>	<u>(9,085)</u>	<u>(4,395)</u>
<b>RETAINED EARNINGS (DEFICIT) , END OF YEAR</b>	<u><u>(276,196)</u></u>	<u><u>(9,085)</u></u>

**BIOGENERICS LIMITED (A NEVADA CORPORATION)**  
**(FORMERLY I & I SPORT COMPANY INC.)**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDING DECEMBER 31, 2004**  
**(UNAUDITED - see notice to reader)**

<b>1 LONG TERM INVESTMENTS</b>	<b>2004</b>	<b>2003</b>
	<b>\$</b>	<b>\$</b>
<b>Acquisition of 50 % of oil and gas assets of Tyche Energy Inc.</b> at the Charring Charring Cross oil and gas project in Southwestern Ontario with options to acquire additional leases up to a 50 % ownership of Tyche Energy Inc.	320,000	0
<b>Deposit to Hydro Slotter Corporation</b> - as an investment in state of the art extraction technology to significantly increase production of marginal oil wells .	100,000	0
<b>Mariners Choice Corp</b> - Agreement to fund manufacture of environmentally friendly cleaning products and solutions specifically for the shipping and marine industry.	32,000	0
	<u>452,000</u>	<u>0</u>

**2 SHARE CAPITAL**

Articles amended June 17 2004 to increase authorized capital from 50,000 to 50,000,000 as well as affecting name change and new management.

**Authorized:** 50,000,000 common shares with a par value of \$0.001  
**Issued and fully paid:** 15,432,000 common shares

<b>2004</b>	<b>2003</b>
<b>\$</b>	<b>\$</b>
<u>1,025,000</u>	<u>25,000</u>