

**BOURQUE INDUSTRIES, INC.**

**OTC PINK BASIC DISCLOSURE GUIDELINES REPORT  
FISCAL YEAR ENDED MAY 31, 2016  
(UNAUDITED)**

**1) Name of the issuer and its predecessors (if any)**

Bourque Industries, Inc.-- name change was effective January 31, 2011

*Predecessor names:*

Global Platinum + Gold, Inc.--name change effective August 4, 1987

Global Energy LTD.--name as of date of incorporation on June 1, 1978

**2) Address of the issuer's principal executive offices**

*Company Headquarters:*

Address 1: Mailing address: PO Box 37252, Phoenix, AZ 85069

Address 2: Physical address: 1375 N. Miller Rd., Tempe, AZ 85281

Address 3:

Phone: 480-626-0601

Email: [jcmendoza8404@hotmail.com](mailto:jcmendoza8404@hotmail.com)

Website(s): [www.bourqueindustries.com](http://www.bourqueindustries.com)

*IR Contact:*

Address 1: Juan Mendoza

Address 2: PO Box 37252, Phoenix, AZ 85069

Address 3: 1375 N. Miller Rd., Tempe, AZ 85281

Phone: 480-626-0601

Email: [Juan.mendoza@bourquemail.com](mailto:Juan.mendoza@bourquemail.com)

**3) Security Information (as of: 05/31//2016)**

*Trading Symbol:* **BORK**

*Exact title and class of securities outstanding:*

Common Stock

CUSIP: 102100 10 4

Par or Stated Value: \$0.0001

Total shares of Common Stock authorized: 1,000,000,000

Total shares of Common Stock outstanding: 935,275,190

Preferred Stock

CUSIP: None

Par or Stated Value: \$0.0001

Total shares of Preferred Stock authorized: 200,000,000, including 100,000,000 shares of Series A Convertible

Preferred Stock

Total shares of Preferred Stock outstanding: 100,000,000. The transaction with John Bourque in which he was issued shares of Series A Convertible Preferred Stock is described below. The Company has agreements with Ironridge that would result in the issuance of additional Preferred Shares. (See "Bourque Transactions" and "Ironridge Transactions" in part 4 below)

*Transfer Agent:*

Name: American Registrar & Transfer Co

Address 1: P.O. Box 1798

Address 2: 342 East 900 South

Address 3: Salt Lake City, UT 84111

Phone: 801-363-9066

*Is the Transfer Agent registered under the Exchange Act?\** Yes: **X** No:

\*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

*List any restrictions on the transfer of securities:*

Since August 22, 2012, the securities of Bourque Industries, Inc. (the "Issuer" or the "Company") have been under a "chill" by the Depository Trust Company (DTC). A DTC chill prevents additional deposits of the issuer's securities for depository and book entry transfer services. As a result, shares are not available by computer or electronic transfer.

*Describe any trading suspension orders issued by the SEC in the past 12 months:* None

## **FORWARD - LOOKING INFORMATION**

Some of the statements contained in this Report, including information incorporated by reference, discuss future expectations, contain projections of results of operation or financial condition, or state other "forward-looking" information. This information should be examined carefully and critically.

This Report contains forward-looking statements that involve risks and uncertainty. Words such as "believes", "anticipates", "expects", "intends", "plans" and similar expressions are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. The forward-looking statements in this Report are made pursuant to the safe harbor provisions of the Private Securities Legislation Reform Act of 1995 and may include estimates, assumptions and provisions regarding economic, competitive and other conditions. You are cautioned that actual events or results may differ materially from those discussed in the forward-looking, by such forward-looking statements may include the matters set forth below and elsewhere in this Report.

All statements of forward-looking information are subject to known and unknown risks, uncertainties and other factors, certain of which are beyond our control, which could cause the actual results to differ materially from those contemplated by the statements. The forward-looking information is based on various factors and was derived using numerous assumptions. In light of the risks, assumptions, and uncertainties involved, there can be no assurance that the forward-looking information contained in this Report will in fact transpire or prove to be accurate.

Important factors that may cause the factual results to differ include, for example:

- As described in note 2 to the Company's financial statements, the Company has recurring losses, an accumulated deficit of over \$42,000,000, and no material working capital. There is substantial doubt that the Company has the ability to continue as a going concern.
- the success or failure of the Company to develop its products, establish product sales and expand its business as it aspires to do;
- the ability of the Company to raise adequate capital to develop and promote its business; the Company currently has no material working capital and no reliable source of funding;
- the Company had no substantial sales in the fiscal year ended May 31, 2016 nor in any of the fiscal years ended May 31, 2014 or 2015, and must establish a viable business generating sales revenues;
- if the Company should lose the services of its founder and inventor, John Bourque;
- a competitor could invent a comparable technology and successfully market it market before the Company does;
- third parties may violate the Company's rights to its intellectual property, including the Company's patents and trade secrets; if the Company needs to institute or defend legal proceedings involving intellectual property or other rights the Company would be require to raise capital to prosecute or defend such actions; it may not be able to do so, placing its primary assets in jeopardy; and
- the effect of changing economic or political conditions.

#### 4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- B. Any jurisdictions where the offering was registered or qualified;
- C. The number of shares offered;
- D. The number of shares sold;
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
- F. The trading status of the shares; and
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; provided, however, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

The Company last obtained a list of the beneficial owners of its shares from Broadridge on November 18, 2015. As of that date, it had 4,523 beneficial owners of 565,665,190 shares of Common Stock.

The Company entered into an agreement with John Bourque on June 12, 2014 that called for the issuance of 395,000,000 shares of Common Stock to Mr. Bourque when he met certain requirements for transferring intellectual property to the Company. The shares were conditionally issued, but not delivered, to Mr. Bourque, and were returned as treasury shares on October 12, 2015. See #13 below.

**1. Date:** 06/12/14

<b>Securities Sold:</b>	395,000,000 shares of Common Stock (See "Bourque Transactions" below)
<b>Issued to:</b>	John Bourque, Chief Science Officer/Inventor
<b>Consideration Paid:</b>	\$1,185,000 (\$.003 per share), Transfer of current and future patent rights
<b>Jurisdictions Where Registered or Qualified:</b>	None
<b>Total Securities Offered/Sold:</b>	395,000,000, shares of Common Stock
<b>Nature of Offering:</b>	Private Placement
<b>Price at Which Offered/ Amount Actually Paid:</b>	\$.003 per share
<b>Trading Status of Securities:</b>	Restricted
<b>Legend on Certificate:</b>	Yes

**2. Date:** 06/12/14

<b>Securities Sold:</b>	38,812,500 shares of Common Stock
<b>Issued to:</b>	Carol J. Condon, Interim CEO & Director
<b>Consideration Paid and Services Rendered:</b>	\$116,438 (\$.003 per share), Board Service and in lieu of salary
<b>Jurisdictions Where Registered or Qualified:</b>	None
<b>Total Securities Offered/Sold:</b>	38,812,500 shares of Common Stock
<b>Nature of Offering:</b>	Private Placement (See "Shares for Management Services" below)
<b>Price at Which Offered/ Amount Actually Paid:</b>	\$.003 per share
<b>Trading Status of Securities:</b>	Restricted
<b>Legend on Certificate:</b>	Yes

**3. Date:** 06/12/14

**Securities Sold:** 7,750,000 shares of Common Stock  
**Issued to:** Charmaine S. Berry, Secretary & Treasurer, Director  
**Consideration Paid and Services Rendered:** \$23,250 (\$.003 per share), Board Service and in lieu of salary  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 7,750,000 shares of Common Stock  
**Nature of Offering:** Private Placement (See "Shares for Management Services" below)  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.003 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**4. Date:** 06/12/14

**Securities Sold:** 5,750,000 shares of Common Stock  
**Issued to:** Juan C. Mendoza, Chief of Staff and Security, Director  
**Consideration Paid and Services Rendered:** \$17,250 (\$.003 per share), Board Service and in lieu of salary  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 5,750,000 shares of Common Stock  
**Nature of Offering:** Private Placement (See "Shares for Management Services")  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.003 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**5. Date:** 06/12/14

**Securities Sold:** 3,000,000 shares of Common Stock  
**Issued to:** Robert Callesen  
**Consideration Paid and Services Rendered:** \$9,000 (\$.003 per share), Consulting services  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 3,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement (See "Shares for Management Services" below)  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.003 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**6. Date:** 06/12/14

**Securities Sold:** 1,000,000 shares of Common Stock  
**Issued to:** Randall Ellington  
**Consideration Paid and Services Rendered:** \$3,000 (\$.003 per share), Consulting services  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 1,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement (See "Shares for Management Services" below)  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.003 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

7. **Date:** 06/24/14

**Securities Sold:** 571,429 shares of Common Stock  
**Issued to:** Linda Lang  
**Consideration Paid:** \$2,000 (\$.0035 per share), Cancellation of debt  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 571,429 shares of Common Stock  
**Nature of Offering:** Private Placement, isolated transaction  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0035 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

8. **Date:** 11/05/14

**Securities Sold:** 250,000 shares of Common Stock  
**Issued to:** Katherine Bailey  
**Consideration Paid:** \$875 (\$.0035 per share), Cancellation of debt  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 250,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0035 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

9. **Date:** 06/01/15

**Securities Sold:** 35,000,000 shares of Common Stock (See "Ironridge Transactions", below")  
**Issued to:** Ironridge Global IV, LTD.;  
**Control Person:** Keith Colson  
**Consideration Paid:** \$35,000 (\$.001 per share), Cancellation of debt  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 35,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.001 per share  
**Trading Status of Securities:** Unrestricted (1)  
**Legend on Certificate:** No

10. **Date:** 07/18/15

**Securities Sold:** 800,000 shares of Common Stock  
**Issued to:** Charmaine S. Berry  
**Consideration Paid:** \$2,000 (\$.0025 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 800,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0025 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**11. Date:** 07/18/15

**Securities Sold:** 2,000,000 shares of Common Stock  
**Issued to:** Juan E. Kladt  
**Consideration Paid:** \$16,200 (\$.0081 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 2,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0081 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**12. Date:** 07/18/15

**Securities Sold:** 2,000,000 shares of Common Stock  
**Issued to:** Lorena Valencia  
**Consideration Paid:** \$16,200 (\$.0081 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 2,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0081 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**13. Securities returned to the Treasury**

**Date:** October 12, 2015

395,000,000 shares previously issued in the name of John Bourque (shown in #1 above), but held by the Board were returned to the Transfer Agent as Treasury shares. Value of shares was determined to be \$1,185,000 as stated in #1 above.

On a number of times during 2016, the Company issued shares pursuant to Securities Purchase Agreements that purported to sell securities in reliance on Section 4(2) of the Securities Act of 1933 (now Section 4(a)(2)) and Regulation D. The purchase and sale documents did not comply with Regulation D, and the application of a private placement exemption to each transaction is questionable. Those transactions are marked by an asterisk (\*).

**14. Date:** 01/20/16 \*

**Securities Sold:** 10,000 shares of Common Stock  
**Issued to:** Keith Schott  
**Consideration Paid:** \$10,000 (\$.001 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 10,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**15. Date:** 01/20/16 \*

**Securities Sold:** 6,000,000 shares of Common Stock  
**Issued to:** DTC, LLC  
**Consideration Paid:** \$6,000 (\$.001 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 6,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

16. **Date:** 01/20/16 \*

**Securities Sold:** 250,000 shares of Common Stock  
**Issued to:** Katherine Bailey  
**Consideration Paid:** \$2,450 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 250,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

17. **Date:** 04/22/16

**Securities Sold:** 2,000,000 shares of Common Stock  
**Issued to:** Charmaine Berry  
**Consideration Paid:** \$200 (\$.0001 per share), Board service & in lieu of salary  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 2,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

18. **Date:** 04/22/16

**Securities Sold:** 2,000,000 shares of Common Stock  
**Issued to:** Carol J Condon  
**Consideration Paid:** \$200 (\$.0001 per share), Board service & in lieu of salary  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 2,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

19. **Date:** 04/22/16

**Securities Sold:** 1,500,000 shares of Common Stock  
**Issued to:** Lorena Valencia  
**Consideration Paid:** \$150 (\$.0001 per share), Consulting services  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 1,500,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**20. Date:** 04/22/16  
**Securities Sold:** 1,000,000 shares of Common Stock  
**Issued to:** Juan Kladt  
**Consideration Paid:** \$100 (\$.0001 per share), Consulting services  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 1,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**21. Date:** 04/22/16 \*  
**Securities Sold:** 500,000 shares of Common Stock  
**Issued to:** Robert Birdsall  
**Consideration Paid:** \$4,900 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 500,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**22. Date:** 04/22/16  
**Securities Sold:** 2,000,000 shares of Common Stock  
**Issued to:** Juan Mendoza  
**Consideration Paid:** \$4,900 (\$.0001 per share), Board service & in lieu of salary  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 2,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**23. Date:** 04/22/16 \*  
**Securities Sold:** 225,000 shares of Common Stock  
**Issued to:** Keith Kocher  
**Consideration Paid:** \$2,205 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 225,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**24. Date:** 04/22/16 \*  
**Securities Sold:** 625,000 shares of Common Stock  
**Issued to:** Laura Markey  
**Consideration Paid:** \$6,125 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 625,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes



**25.     Date:** 04/22/16 \*

**Securities Sold:** 450,000 shares of Common Stock  
**Issued to:** Ronald & Judith Gawlitta  
**Consideration Paid:** \$4,410 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 450,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**26.     Date:** 04/22/16 \*

**Securities Sold:** 150,000 shares of Common Stock  
**Issued to:** Thomas Hansen  
**Consideration Paid:** \$1,470 (\$.0098 per share), Cash & Rent  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 450,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**27.     Date:** 04/22/16 \*

**Securities Sold:** 750,000 shares of Common Stock  
**Issued to:** Mark Allen Gawlitta  
**Consideration Paid:** \$7,350 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 750,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

**28.     Date:** 04/22/16 \*

**Securities Sold:** 350,000 shares of Common Stock  
**Issued to:** Debra Hernandez  
**Consideration Paid:** \$3,430 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 350,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

29. **Date:** 04/22/16 \*

**Securities Sold:** 800,000 shares of Common Stock  
**Issued to:** Willard Stamp  
**Consideration Paid:** \$7,840 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 800,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

30. **Date:** 04/22/16 \*

**Securities Sold:** 1,000,000 shares of Common Stock  
**Issued to:** Deborah Santigati  
**Consideration Paid:** \$9,800 (\$.0098 per share), Cash  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 1,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0098 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

31. **Date:** 04/22/16

**Securities Sold:** 200,000,000 shares of Common Stock  
**Issued to:** John Bourque  
**Consideration Paid:** \$20,000 (\$.0001 per share), In lieu of salary & Employment Agreement to be held in The Bourque Industries Voting Trust  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 200,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

32. **Date:** 04/22/16

**Securities Sold:** 150,000,000 shares of Common Stock  
**Issued to:** John Bourque  
**Consideration Paid:** \$15,000 (\$.0001 per share), In lieu of bonuses per Employment Agreement to be held in The Bourque Industries Voting Trust  
**Jurisdictions Where Registered or Qualified:** None  
**Total Securities Offered/Sold:** 150,000,000 shares of Common Stock  
**Nature of Offering:** Private Placement  
**Price at Which Offered/**  
**Amount Actually Paid:** \$.0001 per share  
**Trading Status of Securities:** Restricted  
**Legend on Certificate:** Yes

## ***Ironridge Transactions***

***Stock Issued to Settle Debt.*** In 2012, Ironridge Global IV, Ltd. ("Ironridge") purchased \$778,624 in Company accounts payable from creditors of the Company, and filed suit to collect those payables. On August 22, 2012, the Company and Ironridge settled on terms where Ironridge agreed to accept shares of Company common stock in exchange for the payables.

Pursuant to a court order approving the settlement, Ironridge is entitled to receive 250,000 Bourque common shares, plus that additional number of shares which have an aggregate "agreed" value equal to the debt amount, plus third party agent fees in the amount of ten percent, plus reasonable attorney fees, divided by a price per share equal to a 20% discount to a calculated Bourque "formula" share price.

The shares were issued without registration under the Securities Act of 1933, as amended, pursuant to the exemption from registration provided by Section 3(a)(10) of the Act, as securities issued in exchange for one or more bona fide outstanding claims or property interests, where the terms and conditions of such issuance and exchange are approved, after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear, by any court, or by any governmental authority expressly authorized by law to grant such approval. As a result, the shares issued to Ironridge have been treated as free trading, and not restricted.

The methods used by Ironridge for this financing are being challenged by the United States Securities and Exchange Commission (the "SEC") (see "SEC Action Against Ironridge" below).

The final accounting for the stock issued to settle debt was not yet completed or due from Ironridge, but a total of 91,500,000 common shares have been issued by the Company to Ironridge under this Agreement to date. This transaction is described in more detail in Note 9 to the Company's Financial Statements.

***Series A Preferred Stock and Stock Purchase Agreement.*** The Company has entered into a \$7.5 million stock purchase agreement with Ironridge. Under the terms of the agreement, as funds are drawn down, the Company will issue Ironridge restricted convertible preferred stock that is convertible into restricted common stock at a fixed price of \$0.04 per share. Ironridge will be unable to convert the preferred shares into common stock for at least six months after each issuance. The shares of preferred stock will earn dividends of 8% per year for 18 years, subject to adjustment. The Company had no authorized preferred shares to issue to Ironridge, but it attempted to issue such shares, which were refused by Ironridge.

The securities offered in this private placement have not been registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration with the SEC or an applicable exemption from such registration requirements. This transaction is described in more detail in Note 10 to the Company's Financial Statements.

***SEC Action against Ironridge.*** In June 2015, the SEC brought an action against Ironridge, and requested a cease-and-desist order against Ironridge, alleging that it was operating as an unregistered broker-dealer engaging in serial underwriting, and that it sold billions of shares in microcap stocks it received in court-approved settlements similar to that which was obtained against the Company. Ironridge's approach to microcap financing has been to buy and pay off trade claims and other liabilities owed by companies, receiving unregistered stock under court-approved settlements, which Ironridge may then sell into the open market, relying on an exemption from securities registration requirements under Section 3(a)(10) of the Securities Act. According to documents filed in the SEC's administrative action, from April 2011 to March 2014, Ironridge engaged in 33 transactions with 28 microcap companies, including the Company, structured as Section (3)(a)(10) exchanges.

### ***Bourque Transactions***

On September 22, 2011, the Company created a new class of Series A Convertible Preferred Shares, and issued John Bourque 100,000,000 shares of Series A Convertible Preferred Stock, which comprised all of the authorized shares of Preferred Stock then authorized.

On June 12, 2014, the Company issued 395,000,000 shares of common stock at the price of \$.003 per share to John Bourque; however, these shares were returned to our transfer agent American Registrar and Transfer Company as treasury shares.

Mr. Bourque was issued 350,000,000 at the price of \$.0001 for unpaid employment compensation, his assignment of all technology to Bourque Industries, and signing of a three-year Employment Agreement containing requirements for business development, purchase orders and sales technology. All of those shares are subject to the Voting Trust Agreement of Bourque Industries, Inc. dated May 11, 2016. Transactions with Mr. Bourque are described in more detail in Notes 3 and 4 to the Company's Financial Statements.

### ***Voting Trust***

John M. Bourque, Carol J. Condon, Charmaine S. Berry and Juan Mendoza placed shares that they own into a Voting Trust Agreement with Charmaine S. Berry, as Trustee. Each of the Subscribers has deposited shares currently held into the Voting Trust. The initial term of the Trust shall end on May 11, 2019.

The Voting Trust was established with a view to the safe and competent management of the Company in the interests of all of the Company's shareholders.

### ***Shares for Management Services***

On April 22, 2016, in addition to the 350,000,000 common shares issued to John Bourque at the price of \$.0001 per share in the transaction described above, the Company issued, at the same price of \$.0001 per share, an aggregate of 6,000,000 shares of common stock to officers and directors in exchange for past services, and an additional 2,500,000 shares of common stock to consultants in exchange for past services.

## **5) Financial Statements**

*Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.*

- A. Balance sheet;*
- B. Statement of income;*
- C. Statement of cash flows;*
- D. Financial notes; and*
- E. Audit letter, if audited*

*The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.*

*You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").*

The following Unaudited Financial Statements are attached as Exhibit A to this Report:

Unaudited Consolidated Balance Sheets  
As of May 31, 2016, May 31, 2015 and May 31, 2014

Unaudited Consolidated Income Statements  
Fiscal year ended May 31, 2016 and fiscal years ended May 31, 2015,  
2014, and inception to August 31, 2015

Unaudited Consolidated Statements of Cash Flows  
Fiscal year ended May 31, 2016 and fiscal years ended May 31, 2015,  
2014, and inception to November 30, 2015

Notes to Unaudited Financial Statements  
Fiscal year ended May 31, 2016 and fiscal years ended May 31, 2015 and 2014

The Company has had recurring losses, and has a deficit accumulated during the development state of \$42,054,725 as of May 31, 2016. The Company has no material working capital. This condition raises substantial doubt about the Company's ability to continue as a going concern.

The Company's financial statements have been prepared using the generally accepted accounting principles applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business.

However, the Company has no significant current source of revenue. Without realization of additional capital, it is unlikely that the Company could continue as a going concern.

*If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference.*

*Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.*

## **6) Describe the Issuer's Business, Products and Services**

*The Issuer is not, and has not been, a "shell company."*

*Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:*

### **A. A description of the issuer's business**

*operations; BUSINESS:*

The Issuer is a development stage company with a focus on advanced materials sciences. The Company holds, or is acquiring from its founder, John M. Bourque, patents, or licenses to use patents, for Kryron, a metal-alloying process that uses nanotechnology, which management believes will fundamentally alter common metals at the molecular level to create ultra-high performing super alloys that may have paradigm-shifting capabilities for many industrial and commercial applications.

Kryron is a patented material created using carbon nanotubes, which may be combined with common metals -- such as aluminum, copper, and steel -- to create ultra-high performing super alloys with significantly different characteristics than the base metals. Although, the exact properties of the metal are still under study, "Kryronized" metals appear to possess exceptional conductivity, heat dissipation, and ballistic protection properties, all at a reduced weight when compared with the base material. Such characteristics could make

Kryronized metals a potential solution for a wide range of industrial, commercial, and military applications, which include ballistic body armor for military and law enforcement applications.

Bourque Industries' goal is to produce Kryron in its raw form or Kryronized metal to our clients' specifications to produce or manufacture the end products. We expect to obtain agreements with the end producers to provide Kryron in any form required to make their products stronger, harder, more conductive, with greater heat dissipation, and non-corrosive. We have created many formulas and formats to meet many needs and intend to customize Kryron or Kryronized metals as needed. However, we would explore manufacturing end products should Management deem it in the Company's best interests. as it makes sense for the Company and its shareholder. (Also see Business Development above.)

Current Business. The Issuer is now manufacturing prototypes of industry products to be marketed to multiple industries. It has no current regular customers or contracts to purchase its products.

Personal Body Armor and Vehicle Armor Plates: Our most advanced development with Kryron impregnated aluminum materials is the production of ballistic armor plates. Kryron impregnated aluminum sheets laminated together with readily available standard ballistic-barrier materials like specific titanium metal sheets and nylon resins have produced composites that have already passed severe shooting tests demonstrating the capability to stop and absorb multiple impacts of heavy armor without full penetration. Comparable tests with alternative and currently applied ceramic plates showed that the ceramic plates failed at a much earlier point in time. In addition, the developed composite plates are lighter than the weight of parallel body armors and not fragile like the ceramic plates.

On February 13, 2012, the Company received National Institute of Justice (NIJ) certification for its Level III standalone Kryron Terminator Armor. The Armor complies with the most recent NIJ Standard-0101.06. NIJ certification is a prerequisite for most U.S. law enforcement agencies when purchasing personal body armor for its frontline officers. The ballistics portion of the application was passed with the armor receiving the highest standard, the 06 standards, or Level III protection. The armor provides protection and is not penetrated by such weapons as AK-47s, .300 caliber projectiles and all handguns. These plates would qualify to be worn by all law enforcement agencies and by military personnel in such places as Iraq and Afghanistan.

## **BUSINESS DEVELOPMENT:**

In addition to ballistic armor, A "hit list" of products which we expect to produce and market include, but are not limited to:

Nano-Graphene: Bourque Industries announced the introduced of Nano-Graphene™ Kryron® Metal, a new patent pending invention. Bourque expects that testing will conform that the NanoGraph™ metal produced, which we believe to be the first of its kind, has thermal and electrical resistance properties superior to currently existing wire products produced today. Internal testing showed an increase in mechanical strength, thermal conductivity and work hardening.

Wire Industry: High Power Transmission Lines - we are producing the first samples of Kryron High Voltage Transmission Line. Management believes that Kryron allows us to make a transmission line that may be stronger than steel with conductivity ratings that will lower the electromotive force, also called EMF, to near-zero levels, making this transmission line the world's the first "no-core", "no-mixed-metal" high voltage line.

Automobile Wire - we are developing and testing, and may manufacture specialty wire customized to customer requirements. We believe that the heat dissipation properties of Kryron make our wire product ideal for automobiles, because reducing heat in wires helps to prevent costly electrical fires and electrical shortages.

Light Emitting Diode "LED" Industry: LED Heat Sinks: We are now producing the first model of Kryron LED heat sinks. This first model will be an existing heat sink that handles 100 watts of LED power. We anticipate that our Kryron version will be able to handle between 200 - 250 watts of power depending on the type of LED (COB or surface mounted device "SMD") that is used.

LED Diodes: chip-on-board ("COB") LED's are a series of very small form factor LED diodes on a single aluminum board. We believe that we may be able to replace that board with Kryron, which may cause the heat transfer from the diode's heat sink to be much more efficient.

Battery Industry: Lead Acid: We have demonstrated the ability of Kryron in lead-acid battery prototypes. We plan to market and sell our first line of 24-volt lead acid batteries. Management believes Kryron lead-acid batteries will significantly extend battery lives. We have tried numerous methods to kill the prototype, from dead ground to voltage spikes, but we believe our prototype has never stopped holding a charge.

Lithium Ion Batteries: We have tested anode and cathode technology using Kryron. Typical lithium batteries can take about 3,000 cycles, if made properly. We believe that Kryronized lithium ion batteries may take in excess of 10,000 cycles.

Management is considering developing products relating to the following industries may be developed in the near future:

Electronics (Computer) Industry: American wire gauge "AWG", 16 to 24 AWG wire. We are currently in production of the first samples of Kryron copper (bare) wire and are ready to begin producing the first spools of Kryron copper wire (both with and without jacket). This wire is used in hundreds of different industries, and we expect that the anti-corrosion capabilities of Kryronized wire may produce higher conductivity to add life to electronics components.

Ribbon Wire, RJ45 and USB cables: We anticipate that these types of wires and connectors used in electronics, when Kryronized, may provide for higher throughput speeds and lower error rates because of the increased linear conductivity.

Wire Insulation: Cable and fiber lines have insulating jackets that prevent EMF from entering the core. Management believes that Kryron jackets may increase insulating properties, and allow for much smaller outer gauge cables as the insulation could be reduced to be "foil thin."

Communications Industry: Antennas: We expect to produce the first Kryron antennas to manufacturer's specifications in the near term. Management believes that we can increase the range and reception strength, thus decreasing dropped calls and expanding coverage areas.

Radiation Shields/Heat Shields: The Company also anticipates producing a cell phone using Kryron faceplate radiation shielding and back plate heat shielding (with integrated antenna).

Oil and Gas Industry: Pipe and Plate: Because Kryron has shown to be stable in the extremely corrosive environments, we plan to begin marketing 6 inch pipe and 1 inch plate to the offshore oil and platform industry.

Bolts and Clamps: These are some of the most common areas of failure in oil platforms and need to be constantly checked. We plan to begin marketing to both the marine and land based drilling platforms.

Marine Transport: Marine Plate: Management believes Kryron is superior in hardness, corrosion resistance, and puncture resistance to materials currently being used. We plan to market Kryron to the marine transport industry for use in container manufacturing, hull manufacturing, and deck manufacturing.

Port Cranes; Plate, Wheels, Rail, and I-Beams and Dock: Thick plate

Railroad: Rails and Wheels: We anticipate that Kryron's conductive properties may allow for the dissipation of friction and radiated heat to be quickly dissipated. We expect that Kryron rails would have less deformation in extreme environmental conditions, and may have a longer life than any current rail manufactured. Also, with a hardness rating higher than steel and greater conductivity, a rail line built with Kryron wheels and rail may last a lifetime.

Building Construction: We believe that Kryronizing may be beneficial for construction materials such as electric cable, I-Beams, pipe, shielding, and bolts used in the construction of a high rise buildings. In addition, stainless steel is a common façade for high rise buildings. Because of its lifetime resistance to corrosion, we believe that a Kryron facade may be made incredibly thin and provide the building with many years of a beautiful façade that can be continually polished to a brilliant shine and never corrode.

**POTENTIAL PRODUCTION FACILITIES:**

Manufacturing Facilities prepared for production: The Company is aware that management has inspected and believes can be used to have products manufactured. Management anticipates that these facilities are equipped to handle all foundry and smelter operations necessary for our current needs.

**NO PARENT; NO SUBSIDIARIES:**

The Issuer has no parent company and no subsidiaries.

**REGULATION:**

The Issuer's business is not highly regulated and the Company does not believe that existing or probable government regulations will have a material effect on its business operations; however, the body armor portion of the Company's business, especially as it relates to the U. S. military as a customer, would be subject to ITAR (International Traffic In Arms) regulations.

**ENVIRONMENTAL CONCERNS:**

The issuer believes that any costs and effects of compliance with any environmental laws are and will be de minimis.

**B. BUSINESS HISTORY:**

Bourque Industries, Inc. was incorporated under the laws of the State of Nevada under its predecessor name of Global Energy Ltd. on June 1, 1978. The Company immediately merged with Gold Coin Mining & Leasing, a Colorado corporation, with Global Energy Ltd. being the surviving company. The Company was involved in various gold, tungsten platinum and other mining ventures through 2011. The gold mining activities were eventually abandoned by 2013 due to high costs and low revenues.

In October 2009 the Company acquired a license to produce Kryron, from JBIT, Inc. and Bourque Alloys, LLC, two privately owned companies controlled by John M. Bourque. The Company acquired the license in exchange for 24,000,000 common shares.

On November 4, 2010 (effective February 4, 2011), the Company acquired JBIT, Inc. through a reorganization, thereby acquiring partial rights to exploit Kryron, in exchange for the private issuance of 150,000,000 common shares to the JBIT, Inc. shareholders, including John Bourque, JBIT Inc.'s principal shareholder. As part of the reorganization: (a) the Company reverse split its pre-reorganization outstanding common stock on a one for five basis, reducing the pre-reorganization outstanding number of common shares from approximately 148,000,000 to 29,610,490 common shares; (b) changed its name to "Bourque Industries, Inc."; and (c) increased its post-split authorized capital to 100,000,000 preferred shares and 500,000,000 common shares. As a result of this reorganization, John M. Bourque became the principal shareholder of the Company, owning approximately 58% of its outstanding post-split common stock.

On September 22, 2011, the Company entered into a long term Employment Agreement and Royalty Agreement with John Bourque, thereby securing his services as Chief Executive Officer and Chief Scientist for a minimum term of 10 years, and obtaining a transfer of all remaining rights to his Kryron material not otherwise assigned to other companies. As required by these Agreements, the Company agreed to pay Mr. Bourque a 5% royalty over a 20-year term on gross sales of products and services utilizing the Kryron technology, and all derivative products, but specifically limited to Kryronized alloy materials produced for such products. In addition, the Company created a new class of Series A Convertible Preferred Shares, and issued John Bourque 100,000,000 shares of Series A Convertible Preferred Stock, thereby assuring him control of Bourque Industries for the immediate future.



On September 26, 2011, the Company agreed to acquire the following four companies through four separate reverse triangular mergers:

Bourque Alloys, LLC, an Arizona limited liability company. Bourque Alloys, LLC was organized in May 2009 and is the licensee under a license agreement from Kryron Global LLC granting it the rights to exclusive manufacturing of Kryron metal alloys to be used in all Kryron products.

Bourque Alloys Manufacturing, Inc., a Nevada corporation ("BAM"). BAM was incorporated in May 2011 and was the licensee under a license agreement from Kryron Global LLC granting BAM the rights to exclusive manufacturing of armor for military and law enforcement, mining equipment and agricultural equipment.

Kryron Global LLC, an Arizona limited liability company - Kryron Global LLC was organized on November 15, 2008 and was wholly owned by John M. Bourque. Kryron Global LLC owns and controls many patents (as further described in Section G of Item 9 below) related to Kryron and its applications and have control over the granting of licenses to other industries beyond military and police armor.

Basalt Fiber Technologies, LLC, a Utah limited liability company ("BFT"). BFT was organized in March 2010 and was under development to create new technology to produce basalt fiber in quantities far exceeding current basalt fiber production methods and at substantially lowers costs. The basalt product is similar to fiberglass, but is physically stronger and significantly cheaper. The Company plans to combine basalt with Kryron to develop new materials and products as a future project.

In connection with the acquisitions, an aggregate of approximately 113,000,000 shares of Company restricted common stock were issued and exchanged with the shareholders of the four companies, primarily John Bourque. All shareholder consents were obtained, subject to any dissenter's rights, and these four acquisitions were consummated on or about October 17, 2011.

As a result of, and upon the Company's acquisition of these first three target companies, all intellectual property and all pending or issued patents associated with the Kryron material invented by John M. Bourque were acquired, and are owned by, the Company.

As a result of consummation of these acquisitions and the Company's issuance of restricted shares to their shareholders as consideration for the acquisitions, the Company had approximately 298 million common shares outstanding at that time.

On April 16, 2015 the Company's shareholders increased number of common shares authorized to 1,000,000,000 from 500,000,000 in order to accommodate the Company's obligation to Ironridge. Mr. Bourque's royalties were also increased from 5% to 9% with a 1% royalty being assigned to Carol Condon, the Company's CEO.

There has been no delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board. There are also no current, past, pending or threatened legal proceedings against issuer that would have a material effect on the issuer's business, financial conditions or operations.

*C. Date and State (or Jurisdiction) of*

*Incorporation: 1978, Nevada*

*D. The Issuer's primary and secondary SIC*

*Codes: 3341, 3399, 3441, 3499, 3795, 3999*  
*and 5085*

*E. The Issuer's fiscal year end date:*

*May 31*

*F. Principal products or services, and their markets;*

See "BUSINESS" and "BUSINESS DEVELOPMENT" above.

**PATENTS:**

The Company has many issued United States Patents and pending United States Patent Applications:

**Patent Status and Strategy:**

**1. CURRENT STATUS AND STRATEGIES**

The Company has four families of patents:

**a. Solid Compositions having Enhanced Physical and Electrical Properties**

These have basic applications on variety of metal-carbon nanotube combinations.

1. Plaw Matter Only to Link Family – Metal or Alloy with Improved Physical and Electrical Properties. This is a Kryron upgrade to Kryron-Graphine appearing to have enhanced thermal and electrical properties, in addition to increased mechanical strength and work hardening.

b. Ballistic Strike Plate & Assembly. These cover the initial use of Kryron in protective gear (far superior to other armor)

c. Heat Sink Composition and Method of Forming the Composition & High Efficiency Heat Sink.

d. Method of Making a High Efficiency Electrical Wire.

The Company owns all patents, which have expirations dates around 2028 — 2040

**a. Seven US patents have been issued:**

six on Metal-carbon combos; one on armor

b. Six are Pending for heat sinks, wire and the new Kryron-Graphine.

c. 26 Foreign patent applications have been filed in Australia, Canada, Chile, Europe, Mexico, Japan, South Korea and WIPO – World Intellectual Property Organization.

The Company has procedures to maintain secrecy on certain product aspects that do not require disclosure in patents.

**2. CURRENT AND FUTURE EFFORTS - "Picket Fence" Approach**

(Around core technology, the Company intends to obtain many patents on related products to expand into the metal-carbon nanotube space.)

**a. Patent more formulations and uses**

i. In process: heat sink, wire (others on drawing board)

ii. Improve "template" of basic broad information and add specifics for uses

iii. Turn narrow uses into larger categories, exemplified by narrow use

iv. File Provisional patent applications on preliminary information and during year of pendency develop/collect practical data to increase success rate in PCT and national filings

v. File PCT patent applications at one year to delay individual foreign filings for 18 months to sign up foreign licensees

vi. Patents will not expire, until 2036 and later as new formulations develop

vii. Assign to appropriate entity

viii.

**b. Patent selectively in more markets**

i. Select by size of current market and expected growth over next 15-20 years

ii. Consider emerging markets that could leapfrog forward with new technology

iii. Select by manufacturing presence

iv. Identify reputable partners

c. Determine if earlier patents have vulnerabilities in new post-issue procedures and/or can benefit from improvements.

Note: All formulas and recipes have been documented and placed in bank vaults with the documentation and a video of the preparation process. The process has been documented and taught to ensure continuation of the Company in any disaster recovery situation.

Other than approval from the National Institute of Justice for the sale of the body armor into the justice industry, the Issuer is not aware of any other governmental regulatory approvals required that would restrict sales of its products in the United States. Due to the products' military applications, prior to marketing and selling such products outside the U.S., the Company intends to register and apply for ITAR licenses for all necessary products.

### **John Bourque**

John Bourque is the Company's founder, majority shareholder and its primary investor. As of February 09, 2015 John Bourque resumed his employment with Bourque Industries as Chief Science Officer (title later changed to Chief Innovation Officer). He was appointed as a Director of the Company on May 24, 2016. The Company does not have sufficient cash flow to promise or pay a regular salary. The Company endeavors to provide Mr. Bourque with basic living expense, until sales are sufficient to warrant an increase.

### **Amounts Due from Mr. Bourque.**

At the end of fiscal year ended May 31, 2016 and fiscal years ended 2015 and 2014, John Bourque owed the Company \$7,244, \$11,951 and \$0, respectively.

### **Patents**

In the fiscal year ended May 31, 2012 the Company acquired intangible assets which it valued at \$4,115,000. Of that amount, \$3,695,000 was assigned to patents Mr. Bourque transferred to the Company.

February 19, 2013, Mr. Bourque added an additional patent to the Bourque Industries patent portfolio. This is an additional armor patent titled Ballistic Strike Plate and Assembly. He and the Company valued the patent at \$1,185,000.

Six additional patents were added in 2016, valued at a total of \$4,176,421.

More information about Patents is included in Note 4 to the Company's Financial Statements.

## **7) Describe the Issuer's Facilities**

*The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.*

*In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.*

*If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.*

Current Real Estate Leased — 1375 N. Miller Rd., Tempe, AZ 85281. The facility is primarily used for administration, testing and development. The building is approximately 8,000 square feet, and contains offices as well as laboratory, manufacturing facilities and equipment. The Company has completed certain improvements to this facility to accommodate our business operations. We are currently leasing the facility on a month-to-month basis with monthly rent payments of \$500. In lieu of the \$500 monthly rent the owner of the property, Biomechanics R&D/Thomas Hansen, accepted 150,000 shares of common stock to cancel debt and for payment of rent through August 31, 2016. The 150,000 shares shown in Section 4, Issuance History above represent cancellation of two Notes: \$2,000 and \$2,300 from Biomechanics R&D, in addition to Rent. The permitted uses of the building include general office space, fabricated metal manufacturing, including integrated secondary smelting, plate-work and other industrial uses.

Previously leased facility — The Company defaulted on the lease for its former principal facility located in Tucson, AZ. The Company is approximately 12 months in arrears on lease payments. We are negotiating with the property owner to try and settle this outstanding debt. The amounts past due are included in the Company's accounts payable.

## **8) Officers, Directors, and Control Persons**

*The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.*

A. Names of Officers, Directors, and Control Persons. *In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.*

### **Carol J. Condon (CJ), CEO, Director**

Owns 6% of common stock

Compensation for 2015 was \$20,270.18. Board service for 2014 and 2015 was compensated with 2,000,000 shares of common stock or 1,000,000 per year.

Ms. Condon has worked for Bourque Industries since inception. She previously worked for JBIT and Bourque Alloys, as well as Bourque Industries, in the capacity of Executive Vice President and handled day-to-day operations at all three companies. Prior to her involvement with in the Company, she was an agent for United Services Automobile Association.

Ms. Condon is in a unique position to help carry the Company forward due to her vast knowledge of the patents, Kryron, and its potential applications, the Company history past and present, and its investors and shareholders. She is 59 years old, attended San Diego Community College.

### **Charmaine S. ("Sandy") Berry, Treasurer and Corporate Secretary, Director**

Less than 5% ownership of any class of securities

Compensation for 2015 was \$2,000. Board service for 2014 and 2015 was compensated with 2,000,000 shares of common stock or 1,000,000 per year.

Charmaine S. ("Sandy") Berry brings 30 years of veteran banking and commercial lending experience to Bourque's Board. Previously with Bank of America in California and JPMorgan Chase & Company in New York where she was Vice President & Division Manager managing a \$196 billion portfolio working with 300+ top tier clients and Wall Street Investment Houses, which included Goldman Sachs. Her staff of up to 200 managed 3,000,000 negotiable assets in Houston and Dallas, Texas and Brooklyn, New York. Sandy was also on the Board of Directors of JPMorgan Chase Custody Services, Inc. a company under the umbrella of JPMorgan Chase & Company.

Sandy left JPMorgan Chase in 2007, and moved to Tucson, Arizona, where she worked for Tucson Federal Credit Union. While working in Tucson, she started up a "small business" lending program working with small business owners to find solutions for their financial services borrowing and banking needs and this is where she met and helped promote John Bourque's invention and business startup. She also worked with a local Congressman speaking at various events to help educate small business owners on lending facilities open to them during the recent "great" recession. Among Sandy's accomplishments, she was selected from commercial lenders across the country to receive an invitation to the White House to attend the Jobs Signing Bill in September, 2010 and received a televised handshake from the President of the United States.

Sandy received a bachelor's degree from Newark City Hospital School of Nursing, is 69 years old, and has been on the Bourque Industries Board of Directors since 2011.

**John M. Bourque, Chief Innovation Officer, Founder & Inventor, Principal Shareholder and Director**

John is the founder of the Company, is its primary inventor and served as its Chief Executive Officer and Chairman of the Board from inception until February 2013, when he resigned from those positions. As of February 09, 2015, he returned as Chief Science Officer (title later changed to Chief Innovation Officer). John is 53 years old and attended San Diego State University. John resigned his officer and director positions when he was found guilty of felony drunk driving on February 5, 2013, and was incarcerated. His conviction was vacated by the Arizona Court of Appeals, and he returned to the Company in February 2015.

John is a Director of the Company. He owns approximately 45% of the Company's issued and outstanding common stock, most of which is voted under the Voting Trust Agreement of Bourque Industries described in Section 4 above. He retained voting control of all of the Company's issued and outstanding Series A Preferred Shares.

His compensation for 2015 was \$21,849.91. Mr. Bourque is entitled to royalty payments on sales of Kryron under the terms of a prior employment agreement; however, to date no royalties have been accrued or paid.

**Juan Mendoza, Chief of Staff - Director of Security**

Less than 5% ownership in any class of securities

Compensation for 2015 was \$2,000. Board compensation for 2014 and 2015 was 2,000,000 shares of common stock or 1,000,000 per year.

Mr. Mendoza just retired from the U.S. Department of State, US Embassies in Afghanistan, Iraq and Pakistan. In his capacity with the U.S. Embassy, Mr. Mendoza ensured the safety of visiting dignitaries and delegation principals. He provided direct supervision and oversight of designated Protective Security teams for U.S. Government employees and visiting U.S. Dignitaries. Mr. Mendoza currently uses Bourque Industries body armor in the course of his protective operations duties.

Mr. Mendoza was formerly in the U. S. Navy and worked for the Phoenix, Arizona Police Department. He is 51 years old, and received his Bachelor's degree in Biology and Chemistry from Grand Canyon University.

For the past three years, Mr. Mendoza has been working with Bourque Industries promoting the Bourque Industries body armor to colleagues and others asking for his assessment of available body armor in the industry. As a result, Juan is in a unique position to provide insight on marketing of body armor and vehicle armor products to the military and federal law enforcement.. Mr. Mendoza has assumed the position of Chief of Staff - Director of Security for the Company.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

On February 5, 2013, CEO and Chairman of the Company, John Bourque, was found guilty of felony DUI and was incarcerated. His conviction was vacated on appeal on November 19, 2014, and his case was remanded. Mr. Bourque then pled guilty to felony DUI, and was sentenced time already served. In February 2015, John returned to the Company as its Chief Innovation Officer and Inventor. He was appointed Director on May 24, 2016.

2. *The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; None*

3. *A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or*

None

4. *The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.*

None

C. *Beneficial Shareholders.* *Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.*

John M. Bourque, P. O. Box 37252, Phoenix, AZ 85069; 45% of issued and outstanding Common Stock; 100% of issued and outstanding Preferred Stock. Mr. Bourque is the only shareholder who owns more than ten percent (10%) of the common stock of Bourque Industries.

## 9) Third Party Providers

*Please provide the name, address, telephone number, and email address of each of the following outside providers that advise you on matters relating to operations, business development and disclosure:*

### Legal Counsel

Name: Charles R. Berry

Firm: Clark Hill, PLC

Address 1: 14850 N. Scottsdale Rd. Ste. 500

Address 2: Scottsdale, AZ 85253

Phone: 480-684-1302

Email: [cberry@clarkhill.com](mailto:cberry@clarkhill.com)

### Accountant or Auditor

Name: Christopher G. Linscott

Firm: Keegan, Linscott & Kenon, PC

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Phone: 520-884-0176

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### Investor Relations Consultant

Name: None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: None

**10) Issuer Certification**

I, Charmaine Berry, certify that:

1. I have reviewed this annual report and financial statements of Bourque Industries, Inc. and subsidiaries;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 16, 2016

/s/ Charmaine Berry

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Treasurer & Secretary