

**BOURQUE INDUSTRIES, INC.**

**OTC PINK BASIC DISCLOSURE GUIDELINES REPORT  
FISCAL YEAR ENDED MAY 31, 2013  
(UNAUDITED)**

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

Bourque Industries, Inc.-- name change 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: 4729 East Sunrise Drive #338

Address 2: Tucson, AZ 85718

Address 3:

Phone: 520-624-5248

Email: scott.stover.az@gmail.com

Website(s): www.bourqueindustries.com

IR Contact

Address 1: Scott Stover

Address 2: 4729 East Sunrise Drive #338

Address 3: Tucson, AZ 85718

Phone: 520-624-5248

Email: scott.stover.az@gmail.com

Website(s): www.bourqueindustries.com

**3) Security Information**

Trading Symbol: BORK

Exact title and class of securities outstanding: Common Stock; Preferred Stock

CUSIP: 102100 10 4

Par or Stated Value: .0001

Total shares authorized: 500,000,000

as of: 08/31/2013

Total shares outstanding: 419,781,261

as of: 08/31/2013

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 84110

Phone: 801-363-9065

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 security:

As of August 22, 2012 the Company's securities were 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.

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

#### 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.);

Date; Name; Shares Sold; Consideration Paid

06/06/12; EMSEG & Co\*; 535,000; \$80,000

08/09/12; Clifford Deutsch; 499,500; Shares for services

08/23/12; G&G Holdings LLC; 300,000; \$100,000 note conversion

08/24/12; NBN Enterprises, Inc.; 1,000,000; Shares for services

08/24/12; NBN Enterprises, Inc.; 4,000,000; Shares for services

08/30/12; Ironridge Global IV, Ltd; 35,000,000; Shares for debt

09/05/12; Raymond F. Humphrey; 250,000; Shares for services

09/05/12; US Finance Group LLC; 250,000; Shares for services

11/01/12; Sean S Floyd; 250,000; Shares for services

11/01/12; Gary Calvaneso; 250,000; Shares for services

11/01/12; Juan C. Mendoza; 125,000; Shares for services

11/01/12; Brenda I. Mendoza; 125,000; Shares for services

11/14/12; Sean Floyd; 250,000 Shares for services

11/14/12; Gary Calvaneso 250,000 Shares for services

11/14/12; Juan C Mendoza; 250,000 Shares for services

11/14/12; Brenda L Mendoza; 250,000 Shares for services

12/20/12; Blue Chip Financial Group; 4,000,000 Shares for debt

02/25/13; The Goyo Investment Club; 33,334 Shares for services

02/25/13; Akua A Hodges; 500,000 Shares for services

02/25/13; Efrain Cornejo; 150,000 Shares for services

03/07/13; Ironridge Global IV Ltd; 8,500,000 Shares for debt

03/08/13; Sean Floyd; 3,400,000 Shares for services

03/08/13; Kenneth G Bourque; 500,000 Shares for services

03/08/13; William Condon; 500,000 Shares for services

03/08/13; Paul Bowers; 250,000 Shares for services

03/08/13; James C Woods; 100,000 Shares for services

03/08/13; Samuel Woods; 100,000 Shares for services

03/08/13; The Goyo Investment Club; 50,000 Shares for services

03/08/13; Charmaine S Berry; 2,000,000 Shares for services

03/08/13; Carol J Condon; 2,000,000 Shares for services

03/19/13; Nick Latinovich; 6,667 Shares for services

03/19/13; Mary Goyo; 6,667 Shares for services

03/19/13; David Goyo; 3,338 Shares for services

04/18/13; Red Bowl Living Trust; 510,417 shares for services

04/18/13; Michael Kotelec; 510,417 shares for services

04/18/13; Joel S Heffron; 510,417 shares for services

04/18/13; Robert Scott Stover; 510,417 shares for services

04/18/13; Raymond F Humphrey; 510,417 shares for services

04/18/13 Charmaine S Berry; 510,417 shares for services

06/17/13; Business Placement Associates, Inc.; 5,700,000 Shares for services

07/25/13; BREFA, Inc.; 8,600,000 Shares for debt

06/17/13; Ironridge Global IV, Ltd.; 15,000,000 Shares Restricted Convertible Preferred Stock for cash

\* The sales to EMSEG & Co were made pursuant to the exemption from registration under the Securities act of 1933 provided by SEC Rule 504, and specifically Section b(i) thereof, pursuant to a filing and registration with the State of Delaware which required a public filing and delivery to investors of a substantive disclosure document before sale. As a result, the shares issued were not subject to a restriction on resale under Section 4(2) of the Securities Act of 1933.

08/09/11; David Sklar; 100,000; Real estate option payment

09/22/11; John M. Bourque; 100,000,000 Prfd; Employment agreement, Item 8 herein

10/17/11; Acquisition of Bourque Alloys, LLC; 5,300,001 to 11 persons; Pursuant to consolidation plan, Item 8 herein

10/17/11; Acquisition of Bourque Alloys Manufacturing, Inc.; 92,000,000 to 75 persons; Pursuant to consolidation plan, Item 8 herein

10/17/11; Acquisition of Kryron Global, LLC to John M. Bourque; 12,500,000; Pursuant to consolidation plan, Item 8 herein

10/17/11; Acquisition of Basalt Fiber Technologies, LLC; 5,900,000 to 30 persons; Pursuant to consolidation plan, Item 8 herein

12/14/11; Fairhills Capital Offshore\*; 162,000; \$100,000

12/27/11; Fairhills Capital Offshore\*; 205,000; \$100,000

01/11/12; Fairhills Capital Offshore\*; 250,000; \$100,000

01/27/12; Fairhills Capital Offshore\*; 420,000; \$100,000

02/15/12; Fairhills Capital Offshore\*; 210,000; \$100,000

02/29/12; NBN Enterprises, Inc.; 400,000; Shares for services

03/13/12; Fairhills Capital Offshore\*; 333,333; \$100,000

03/15/12; Carol J Condon; 2,000,000; administrative corrections of shares

03/15/12; AGS Capital Group LLC; 20,000; ; owned pursuant to 10/17/11 merger

03/15/12; Dan Stoica; 40,000

03/15/12; Robert Stoica; 40,000

03/20/12; AGS Capital Group LLC; 4,390; Shares for services

03/28/12; Matthew Bodine; 20,000; Shares for services

03/28/12; Fairhills Capital Offshore\*; 525,000; \$100,000

04/04/12; Fairhills Capital Offshore\*; 590,000; \$100,000

04/11/12; VI Investments LLC; 1,357,143; issued in exchange for debt

05/17/12; John Spano; 1,000,000; Shares for services

05/17/12; Robert Lewis; 1,000,000; Shares for services

05/17/12; Cliff Deutch; 500; Shares for services

05/17/12; Richard Acedo; 2,000,000; Shares for services

05/17/12; Michael Mccaffery; 500,000; Shares for services

05/17/12; Gregory Kath; 25,000; Shares for services

05/17/12; David V Luna; 100,000; Shares for services

05/17/12; Randall Ellington; 100,000; Shares for services

05/17/12; Robin Mcmanus; 10,000; Shares for services

05/17/12; Sylvia Johnson; 10,000; Shares for services

05/17/12; Alan Brown; 50,000; Shares for services

05/17/12; Russell Guenther; 25,000; Shares for services

05/17/12; Barry Antle; 500,000; Shares for services

05/17/12; Brent Lees; 100,000; Shares for services

05/17/12; CGroup Solutions, Inc; 1,000,000; Shares for services

05/17/12; Sandy Berry; 500,000; Shares for services

05/17/12; Karl Pischansky; 150,000; Shares for services

05/17/12; James S Bloom; 500,000; Shares for services

05/17/12; Bruce Hodges; 250,000; Shares for services

05/17/12; Cesar Bours; 1,000,000; Shares for services

05/17/12; Al Nichols; 25,000; Shares for services

05/17/12; Phil Nichols; 25,000; Shares for services

05/17/12; Sean Floyd; 100,000; Shares for services

05/17/12; Vital Founder; 250,000; Shares for services

05/17/12; Breck N Johnson; 100,000; Shares for services

05/17/12; Beck & Beck PC; 250,000; Shares for services

\* The sales to Fairhills Capital Offshore were made pursuant to the exemption from registration under the Securities act of 1933 provided by SEC Rule 504, and specifically Section b(i) thereof, pursuant to a filing and registration with the State of Delaware which required a public filing and delivery to investors of a substantive disclosure document before sale. As a result, the shares issued were not subject to a restriction on resale under Section 4(2) of the Securities Act of 1933.

06/23/10; Mark Lindsey; 100,000; Shares for services  
06/23/10; Christopher Hoach; 40,000; Shares for services  
06/23/10; Joseph Malyniak Jr; 5,000; \$2,000  
07/26/10; Albert J Doran; 50,000; \$7,500  
07/26/10; Charmaine Caruso; 50,000; \$7,500  
07/26/10; Mike Leece; 50,000; \$5,000  
09/03/10; Charles Herrim; 40,000; \$4,000  
09/03/10; Albert J Doran; 100,000; \$15,000  
09/15/10; Russell Twiford; 400,000; \$90,000  
09/15/10; Robert J Nielson; 400,000; Shares for services  
11/29/10; Michael G Leece; 40,000; \$8,000  
11/29/10; Ramona K Stephens; 26,000; \$-0—  
11/29/10; Myron F Klinkman; 18,000; \$1,500  
12/02/10; Michael G Leece; 80,000; \$8,000

Pursuant to an Agreement and Plan of Reorganization between Global Platinum + Gold, Inc., a Nevada public company (predecessor to Bourque Industries, Inc.) and JBIT, Inc., an Arizona corporation, adopted by a majority of the shareholders of both companies on November 4, 2010, the shareholders of JBIT were issued 150,000,000 unregistered restricted common shares of Global Platinum + Gold, Inc. in exchange for 10,000,000 unregistered common shares of JBIT, Inc. The effective date of the Agreement was February 4, 2011. The JBIT, Inc. shareholders who received shares in the exchange are as follow:

02/04/11; John M Bourque; 92,970,000; Plan of reorganization  
02/04/11; Brian Gehring; 1,500,000; Plan of reorganization  
02/04/11; Kathy Gehring; 1,500,000; Plan of reorganization  
02/04/11; Carol J Condon; 15,000,000; Plan of reorganization  
02/04/11; Elizabeth Tierney; 3,000,000; Plan of reorganization  
02/04/11; Charles Tierney; 3,000,000; Plan of reorganization  
02/04/11; Kathleen Bates; 1,500,000; Plan of reorganization  
02/04/11; Charmaine S Berry; 3,000,000; Plan of reorganization  
02/04/11; Lynn Bianchi; 1,500,000; Plan of reorganization  
02/04/11; Robert Callesen; 1,500,000; Plan of reorganization  
02/04/11; Linda Foote; 3,000,000; Plan of reorganization  
02/04/11; Beverly Chaboya; 30,000; Plan of reorganization  
02/04/11; Brian R McClain; 3,000,000; Plan of reorganization  
02/04/11; Robert Griffith ; 3,000,000; Plan of reorganization  
02/04/11; Barry Gehring; 1,500,000; Plan of reorganization  
02/04/11; Manny Flores; 1,500,000; Plan of reorganization  
02/04/11; Wally Sarrels; 1,500,000; Plan of reorganization  
02/04/11; Greg Bourque; 1,500,000; Plan of reorganization  
02/04/11; James C. Bourque; 1,500,000; Plan of reorganization  
02/04/11; Lance Bonlender; 1,500,000; Plan of reorganization  
02/04/11; Rick Gibson; 1,500,000; Plan of reorganization  
02/04/11; Robert Goodner; 3,000,000; Plan of reorganization  
02/04/11; Michael Smith; 3,000,000 ; Plan of reorganization  
(End of JBIT, Inc. Share Exchange list)

02/22/2011; Robert J Nielson; 4,000,000; Shares for services  
02/22/2011; Orrin Smith; 79,033; \$10,000  
02/22/2011; Gerald M Conder; 50,000; Shares for services  
03/25/2011; Michael G Leece; 450,000; \$44,000  
03/25/2011; Richard Acedo; 350,000; Shares for services

03/25/2011; Michael McCaffery; 35,000; for debt of \$7,000  
03/25/2011; Heston Nielson; 20,000; Shares for services  
04/08/2011; John William Spano; 50,000; \$15,000  
04/08/2011; Janne Moser; 50,000; \$10,000  
04/08/2011; Orrin Smith; 60,000; \$10,000  
04/08/2011; Dan Stoica; 150,000; \$15,000  
04/08/2011; Frank Hundley; 100,000; Shares for services  
05/04/2011; Matthew Des Tombs; 35,000; \$10,000

B. Any jurisdictions where the offering was registered or qualified;

n/a

C. The number of shares offered;

See item A above

D. The number of shares sold;

See item A above

E. The price at which the shares were offered, and the amount actually paid to the issuer;

See item A above

F. The trading status of the shares; and

See item A above

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.

Legend recorded where appropriate

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.

## **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").

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**

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 DEVELOPMENT:

Bourque Industries, Inc. ("Company" or "issuer") was incorporated under the laws of the State of Nevada under its predecessor name of Global Energy Ltd. on June 1, 1978. The Company was formed for the purpose of immediately merging with Gold Coin Mining & Leasing, a Colorado corporation, with Global Energy Ltd. being the surviving company. This merger was consummated in June 1978, and the Company continued under the name, Global Energy, Ltd.

On August 11, 1978, the Company accepted an offer from Nuclear Energy Ltd., an affiliate of the Company, to purchase by way of assignment, rights to 17 unpatented lode claims, the Vulcan claims #1-#16 and the Hot Streak Claim, located in Socorro County, New Mexico, in consideration for the issuance of 11,000,000 restricted shares of common stock. These claims were worked through 1980. In September of 1982, the Company acquired for approximately 4,000,000 unregistered common shares, 30 lode Tungsten mining claims (600 acres) located in Grant County, New Mexico, near Lordsberg, New Mexico. These claims were worked until it was determined that the ore values were not sufficient to warrant the further expenditure of funds. The claims were abandoned in 1984. In January 1985, the Company purchased the Oro Grande mining property located approximately 5 miles north of Wickenburg, Arizona, in exchange for 3,000,000 privately issued common shares. After working the mine for a time, it was determined the recovery of free gold was not sufficient to warrant further operations on the unpatented claims and operations were terminated in 1986.

Effective August 4, 1987, the Company changed its name from Global Energy Ltd. to Global Platinum + Gold, Inc. effective August 4, 1987.

In 1988, the Company leased approximately 10 acres located approximately 23 northwest of Buckeye, AZ, Maricopa County, AZ for the purpose of mining precious metals. Mining operations were conducted through July 2001, and then the Company determined it could no longer financially support the project and abandoned the property.

Effective May 24, 1996, the Company increased its authorized capital by amending its Articles of Incorporation whereby the Company's common stock was increased from 25,000,000, \$0.01 par, to 50,000,000 authorized common shares, \$0.01 par. The amendment was approved by a majority of the Company's issued and outstanding shares.

In May 2004, the Company entered into a short term Joint Venture Agreement with PGM Corporation for the purpose of validating a new gold and platinum recovery methodology. Subsequently, PGM was acquired by the Company on July 20, 2005. The Company issued an aggregate of 21,688,610 unregistered common shares to the shareholders of PGM on a one for one share exchange in connection with this acquisition.

The Company has consistently worked since 2004 to the present on development of this secret and proprietary recovery method using in-quart (pure gold) in the leaching process to recover gold from ore. Even though gold in excess of what was being used in other leaching processes has been recovered and reduced to a gold sponge 95-98.9% pure, the results of the process to date have nonetheless been inconsistent, ranging from when extrapolated to a recovery of 1 troy ounce per 1,000 gallons of water to over 5 troy ounces per 1,000 gallons. This inconsistency continues to plague the Company process. Testing and improvement of the process has continued fairly consistently since 2004 through the present date, but the process remains commercially unviable, and it is uncertain if the process will ever be available for commercial exploitation.

In July 2005, new management was appointed. J. Scott Gardner was appointed President and a director and Russell Twiford was appointed Vice President of Exploration and a director. Frank Fornelius resigned as an officer and director, having served in that capacity since the date of inception in 1978. Richard E. Jensen also resigned as President of the Company, but remained a director.

Effective April 13, 2004, the Company's Articles of Incorporation were amended to increase the Company's authorized capital from 50,000,000 authorized common shares, \$0.01 par, to 150,000,000 authorized common shares, \$0.01 par value

In October 2009 the Company acquired a license to produce Kryron, a proprietary substance used to harden metal alloys, for the exclusive use of JBIT, Inc. and Bourque Alloys, LLC, two privately owned companies controlled by John M. Bourque. The Company acquired the License in exchange for 24 million common shares.

On November 4, 2010 (effective February 4, 2011), the Company acquired JBIT, Inc. through a reorganization, thereby acquiring partial rights to develop and exploit the Kryron material, in exchange for the private issuance of 150 million post-split common shares to the JBIT, Inc. shareholders, including John Bourque, JBIT Inc.'s principal shareholder. As part of the reorganization, 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 million to 29,610,490 common shares; changed its name to "Bourque Industries, Inc.", and increased its post-split authorized capital to 100 million preferred shares and 500 million 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 December 29, 2010, the Company's Board of Directors was reconstituted to include John M. Bourque, Gregory Bourque, James Bourque, and Russell Twiford. John M. Bourque was appointed President and Chief Executive Officer, and Chairman of the Board of Directors, and Carol J. Condon was appointed Secretary/Treasurer of the Company.

Upon consummation of the reorganization described above, Mike Smith and Rick Gibson, formerly members of the Board of Directors of JBIT, Inc., were elected to the Board of Directors of the Company.

On or about April 25, 2011, Gregory Bourque, James Bourque and Rick Gibson resigned from the Board of Directors for personal reasons.

On April 22, 2011, Russell Twiford resigned from the Board of Directors for medical and personal reasons.

On September 22, 2011, the Board of Directors was increased from two directors to five directors, and Sandy Berry, Commander Bob Lewis and Kim D. Southworth were elected to fill vacancies and serve on the Board of Directors.

On September 22, 2011, a new class of Series A Convertible Preferred Shares was created, with the rights, preferences and privileges described above.

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. Pursuant to these Agreements, the Company agreed to pay Mr. Bourque an initial salary of \$360,000 per year, privately issue him 100 million shares of Series A Convertible Preferred Stock, thereby

assuring him control of Bourque Industries for the immediate future, and 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.

The Company, on September 26, 2011, agreed to acquire four companies (Bourque Alloys, LLC, Bourque Alloys Manufacturing, Inc., Kryron Global, LLC and Basalt Fiber Technologies, LLC), through four separate Reverse Triangular Mergers, whereby the Company has formed four new wholly owned subsidiaries, and agreed to merge each subsidiary with one of the four companies. An aggregate of approximately 113 million shares of Bourque restricted common stock were issued and exchanged with the shareholders of the four companies in connection with the acquisition of these companies. All shareholder consents were obtained, subject to any dissenter's rights, and these four acquisitions were consummated on or about October 17, 2011. John M. Bourque was the principal shareholder in the first three of these target companies listed below, and Kim Southworth, a director and officer of Bourque Industries, Inc., was the principal shareholder in the fourth company, Basalt Fiber Technologies, LLC.

These target companies are as follows:

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. John M. Bourque owns a controlling ownership interest in this company.

Bourque Alloys Manufacturing, Inc., a Nevada corporation (BAM). BAM was incorporated in May 2011 and is 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. John M. Bourque owns a controlling ownership interest in this company.

Kryron Global LLC, an Arizona limited liability company - Kryron Global LLC was organized on November 15, 2008 and is 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.

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 is owned by Bourque Industries, Inc.

Basalt Fiber Technologies, LLC, a Utah limited liability company (BFT). BFT was organized in March 2010 and has under development new technology to produce basalt fiber in quantities far exceeding current basalt fiber production methods and at substantially lowers costs. Basalt fiber is made from quarried basalt rock, which is heated and pushed through fine nozzles to create streams of molten rock that solidify into fibers. The resulting product is similar to fiberglass, but is physically stronger and significantly cheaper. An inert rock found worldwide, basalt is the generic term for solidified volcanic lava. Basalt is used in fireproof textile in the aerospace and automotive industries and as a composite to produce products such as camera tripods. The Company plans to combine basalt with Kryron to develop new materials and products. Issuer and BFT had been exploring the integration of basalt fiber technologies into Kryron products for most of 2011, including ballistic armor and plates. This relationship led to the incorporation of BAM and the hiring of Kim D. Southworth as President of BAM. Kim D. Southworth is President and controlling owner of BFT, and an officer and director of the Company.

Each of these four acquisitions closed on or about October 17, 2011. As a result of consummation of these acquisitions and the Company's issuance of restricted shares to their shareholders as consideration for the acquisitions, including John M. Bourque and Kim D. Southworth as shareholders of one or more of these target companies, the Company had approximately 298 million common shares outstanding at that time, of which approximately 53.07% was owned by John M. Bourque, and approximately 6.88% was be owned by Kim D. Southworth.

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.



**B. BUSINESS OF ISSUER:**

Issuer is a development stage company, with a focus on advanced materials sciences. The Company holds patents on Kryron, a metal-alloying process that uses nanotechnology, which management believes may 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 can 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. Kryronized metals appear to possess exceptional conductivity, heat dissipation, and ballistic protection properties, all at a reduced weight when compared with the base material; although, the exact properties of the metal are still under study. 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, as well as applications within agricultural, heat sinks, watches and mining industries. SIC Codes may include 3341, 3399, 3441, 3499, 3795, 3999 and 5085.

Issuer is currently conducting operations, although many of Kryron's applications are in early stage research and development, and to date, Issuer has not had material orders or been able to produce continuing revenue from sales of its Kryron based products.

Issuer is not and has not been a "shell company."

The issuer has no parent company. It has five (5) wholly-owned operating subsidiaries, all of which are described in this Item 8 and Item 18 below: JBIT, Inc.; Bourque Sub 1, Inc.; Bourque Sub 2, Inc.; Bourque Sub 3, Inc.; and Bourque Sub 4, Inc. The financial information from only the subsidiary JBIT, Inc. is included in the financials for the issuer attached to this Information and Disclosure Statement.

The issuer's business is not highly regulated and the issuer doesn't 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.

The issuer has spent approximately \$100,000 in fiscal year 2012 and \$75,000 in fiscal year 2011 on research or developmental activities. Its customers would not have borne any costs associated with these costs.

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

**B. Date and State (or Jurisdiction) of Incorporation:**

Nevada

**C. the issuer's primary and secondary SIC Codes;**

3341, 3399, 3441, 3499, 3795, 3999 and 5085

**D. the issuer's fiscal year end date;**

May 31

**E. principal products or services, and their markets;**

Issuer and its wholly owned subsidiaries (as a result of the mergers) plan to develop and then marketing and sell Kryron based products and perhaps other products in the areas of ballistic body armor for military and defense/justice applications, heat sink applications, and perhaps other Kryron applications within the agricultural and mining industries.

The currently 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 test 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 stand-alone Kryron Terminator Armor. The Armor complies with the most recent NIJ Standard-0101.06. NIJ certification is a prerequisite for most US 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 standard 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 worn by all law enforcement agencies and in such places as Iraq and Afghanistan. The superior protection rating has not been issued, however, as the Company has been asked to resubmit its filing because of minor variances in the width of the strike plates.

The Company is seeking additional capital to pursue its business plan and has had discussions with various funding entities, but as the date hereof it has only one arrangement in place with a funding source which may provide a limited amount of funding if certain milestones are met in the volume of trading in its common stock in the public markets.

The Company has several issued United States Patents and pending United States Patent Applications. Issued United States Patent No. 7,767,121 is directed to methods for making body armor plates. Issued United States Patent No. 7,870,886 is directed to methods for making lead electrodes. Issued United States Patent No. 7,870,887 is directed to methods for making bus bars and electrode hangers. All of these patents claim priority to United States Patent Application serial No. 12/268,315, filed November 2008, the earliest United States filing.

Pending United States Patent Application serial No. 12/755,582 has been allowed by the United States Patent and Trademark Office and is directed to aspects of the Kryron material itself. The issue fee has been paid and this application will issue as a United States Patent, most likely in the next 90 days. Pending United States Patent Application serial No. 12/755,587 has been allowed by the United States Patent and Trademark Office and is also directed to aspects of the Kryron material itself. The issue fee has been paid and this application will issue as a United States Patent, most likely in the next 90 days.

Pending United States Patent Application serial No. 12/613,902 is directed to aspects of the Kryron material, and is awaiting examination. Pending United States Patent Application serial No. 12/830,798 is directed to ballistic strike plates and is awaiting examination. Pending United States Patent Application serial No. 13/004,798 is directed to other aspects and applications of Kryron technology, and is awaiting examination. Pending United States Patent Application serial No. 13/004,807 is directed to other aspects and applications of Kryron technology, and is awaiting examination.

PCT International Application serial No. PCT/US09/63708 is pending. This application claims priority to United States Patent Application serial No. 12/268,315, filed November 2008, the earliest United States filing. National Applications claiming priority to this PCT application have been filed in Australia, Canada, Chile, European Union, Japan, Republic of Korea, and Mexico. PCT International Application serial No. PCT/US10/55222 is pending. National Applications have not yet been filed. PCT International Application serial No. PCT/US11/43055 is pending. National Applications have not yet been filed.

The Company has applied in the United States Patent and Trademark Office to register the following trademarks in class 9: KRYRON; BOURQUE INDUSTRIES; TERMINATOR.

Other than approval from the National Institute of Justice for the sale of the body armor into the justice industry, issuer is aware of no 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 will register and apply for ITAR licenses for all necessary products, which process is in the initial stages of application.

## 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.

Real Estate Leased - 5333 East Drexel, Tucson, AZ 85713. This facility is currently not in use pending negotiations with the property owner for new lease terms and settlement of currently outstanding lease obligations. The facility was primarily for testing and development only and the Company anticipates using contract manufacturers for its primary manufacturing needs. approximately 39,275 square feet, and contains offices as well as manufacturing facilities and equipment. Issuer has completed improvements on this facility. The lease term is for 3 years and 2 months beginning June 1, 2011 with current monthly payments of \$8,000 per and is in the process of being re-negotiated. The permitted uses under the lease include general office space, fabricated metal manufacturing, including integrated secondary smelting, plate-work and other industrial uses. As of the date of the issuance of this disclosure document the Company was eleven months in default in payments under the lease.

## **SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS**

The following cautionary statements identify important factors that could cause our actual results to differ materially from those projected in forward-looking statements made in this Report and in other reports and documents published by us from time to time. Any statements about our beliefs, plans, objectives, expectations, assumptions, future events or performance are not historical facts and may be forward-looking. These statements are often, but not always, made through the use of words or phrases such as "believes," "will likely result," "are expected to," "will continue," "is anticipated," "estimated," "intend," "plan," "projection," "outlook," "may," and the like, constitute "forward-looking statements." Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of our Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Given these uncertainties, readers are cautioned not to place undue reliance on any forward-looking statements. We disclaim any obligation to update any such factors or to announce publicly the results of any revisions of the forward-looking statements contained herein to reflect future events or developments.

## 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.

### **Raymond Humphrey, Director**

Less than 5% ownership of any class of securities

Currently uncompensated

Raymond Humphrey is an internationally recognized leader in the security-risk management field with extensive experience at the most senior levels of government and industry. Mr. Humphrey evaluates homeland security preparedness, deterrence, business continuity, consequence management, introduction of leading-edge security technology and similar initiatives at the municipal, state and organizational levels within the United States and other countries. Ray was also honored at the White House by President Lyndon Johnson as being one of 45 most outstanding young Americans. He retired as a Colonel following 20 years of service in the U.S. Army and remains the only individual to have served as both President of ASIS International and the International Security Management Association (ISMA).

Although not all inclusive, Mr. Humphrey has also served as a board member of the International Association of Chiefs of Police (IACP) Foundation; and as a member of the (U.S.) President's Export Council Subcommittee on Encryption; committee chairperson of the U.S. Department of State's Overseas Security Advisory Council (OSAC); the Police Executive Research Forum (PERF), and the National Counterintelligence Center (NACIC). He has done pro-bono work in developing tools, training, and techniques for a number of public service entities, such as the New York City Police Department, Rochester (NY) Police Department, etc.

Mr. Humphrey serves as a member of the Naples' (Florida) Citizen Police Review Board. Just recently he co-authored "What Corporate America Needs to Know About Bioterrorism," in "The Executive's Desk Book on Corporate Risks and Response for Homeland Security" (National Legal Center for the Public Interest, 2003). Mr. Humphrey has a Masters of Public Administration Degree from Syracuse University's Maxwell School (New York), an undergraduate degree from Norwich University (Vermont), and is a graduate of the U.S. Army's Command and General Staff College. He was the security profession's first recipient of its "Executive of the Year Award" for professional excellence and was uniquely honored by the Masonic Order in being designated a Mason at Sight.

### **Scott Stover, Interim Chairman of the Board of Directors**

Less than 5% ownership of any class of securities

Currently uncompensated

Scott Stover brings 27 years of defense and aerospace industry experience. Scott joined R.S. Hughes in 1986 as a field sales representative before taking a job with Hisco Inc. in 1988 in Houston, Texas. Stover served in a variety of growth positions for nearly 25 years to include Territory Management in Houston, Texas and transferred to Phoenix, Arizona as Branch Manager. Scott was promoted to Vice President in 1996 for the Phoenix operation, and expanded his business into Mexican market to open 3 locations for HiscoMex. The combined operations soon became the second most profitable business unit within Hisco.

In 2002, Stover helped in the acquisition of Precision Converting and soon integrated this business into the Tempe operation in 2007. This fabricating unit was the catalysis for his development and the discovery of the patented M-7 Spall System and the start of Defense Materials Group. Defense Materials Group was founded by

Stover in 2007, which soon became the most profitable business unit within Hisco's \$260MM annual sales volume through the management of Stover. In 2010, Stover was asked to become the Vice President and Business Development Manager of Hisco's Aerospace Defense business unit.

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

Less than 5% ownership of any class of securities

Current compensation for the nine months ended February 28, 2013 was 2,000,000 of restricted Common Stock.

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 million 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.

While working in Tucson, Arizona with a small financial institution, 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 "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 has been on the Bourque Industries Board of Directors since 2011.

**John M. Bourque, Former CEO, Former President, Former Director**

Owns 21.4% of the Company's Common Shares and 100% of the Company's Series A Preferred shares. Compensation for the nine months ended February 28, 2013 was \$240,000.00. Beginning in February 2013 Mr. Bourque resigned his position and is no longer compensated by the Company. Mr. Bourque is entitled to royalty payments on sales of Kryron under the terms of a prior agreement, however to-date no royalties have been accrued or paid.

John M. Bourque, prior to March 8, 2013, maintained majority voting control of the Company with a combination of common shares and Series A Preferred Shares.

On March 8, 2013, Mr. Bourque, the Company's inventor and former Chief Executive Officer, as well as its principal shareholder, executed a "Principle Shareholders Lock-Up Agreement", whereby Mr. Bourque agreed not to exercise his voting rights on 100,000,000 Series A Preferred Shares which have 4 for 1 voting rights, and not to exercise his voting rights on all but 20 million of his shares of the Company's Common Stock, for a term which extends through the earlier of March 8, 2017, or date on which Mr. Bourque is able to re-commit to full time employment with the Company.

This Agreement not to exercise such voting rights is subject to a number of exceptions. For example, Mr. Bourque is not precluded from exercising his voting rights if the Company proposes to issue in the aggregate more than 50 million common shares, or if a shareholder vote is called for approval of certain Fundamental Corporate Transactions or under certain other circumstances spelled out in the Agreement.

The Lock-Up Agreement was approved by the Board of Directors on March 19, 2013, and is now in place. This Lock-Up Agreement substantially removes Mr. Bourque from a position of control of the Company for the period of its term and gives the new Board of Directors freedom to press forward with reorganization of the Company's business and the marketing and sales of various contemplated product lines based upon the Company's Kryron material.

**Carol J. Condon, former Director, Former Executive Vice-President and Former Secretary**

Owns 5.5% of the of the Company's Common Shares

Compensation for the nine months ended February 28, 2013 was \$72,200 of cash compensation and an additional 2,000,000 of restricted Common Shares.

Carol J. Condon, as of the date of this filing, is no longer a member of the Board of Directors and is no longer an officer or employee of the Company.

### **Jared Philip Metz**

Jared Philip Metz is not an employee or director of the Company but does control, either directly or beneficially, 12.1% of the Company's common shares..

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);

The former CEO and Chairman, Mr. John M. Bourque was found guilty on two counts of felony drunk driving on February 5, 2013.

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, 21.4% Common Stock, 100% of Series A Preferred Stock;  
Jared Philip Metz, 12.1% of Common Stock.

## **9) Third Party Providers**

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

### Legal Counsel

Name:

Firm: Jeff Saffer

Address 1: 1785 East Skyline Dr., Suite 131

Address 2: Tucson, AZ 85718

OTC Markets Group Inc.

OTC Pink Basic Disclosure Guidelines (v1.0 January 3, 2013)

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Phone: 520-360-2875  
Email: jeffsaffer@gmail.com

Accountant or Auditor

Name:

Firm: RBSM LLP

Address 1: 5 W 37th Street, 9<sup>th</sup> Flr

Address 2: New York, NY 10018-5315

Phone: 212-868-3669

Email:

Investor Relations Consultant

Name: None

Firm:

Address 1:

Address 2:

Phone:

Email:

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

Name:

Firm: Scholl & Company

Address 1: 1418 S Main St, Salinas, CA 93908

Address 2:

Phone: 831-758-5966

Email:

**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 5, 2013

/s/ Charmaine Berry

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

Treasurer & Corporate Secretary