BOURQUE INDUSTRIES, INC.

ANNUAL REPORT
May 31, 2012

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PART A: GENERAL COMPANY INFORMATION

Item 1
The exact name of the issuer and its predecessor (if any).

Name of issuer:
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

Item 2
The address of the issuer's principal executive offices.

5333 East Drexel Road
Tucson, AZ 85713
520-624-5248-Office
520-624-0331-Fax

www.bourqueindustries.com

Investor Relations for the issuer are performed by:

Sean Floyd
5333 East Drexel Road
Tucson, AZ 85713
520-624-5248
sean.floyd@bourqueindustries.com

Item 3
The jurisdiction(s) and date of the issuer's incorporation or organization.

Bourque Industries, Inc. was incorporated under the laws of the State of Nevada on June 1, 1978 under the predecessor name of Global Energy LTD.

PART B: SHARE STRUCTURE

Item 4
The exact title and class of securities outstanding.

Common Stock
Preferred Stock
CUSIP—102100 10 4
Trading Symbol: BORK

Item 5
Par or stated value and description of the security.

Common Stock-par value $0.0001

Preferred Stock-par value $0.0001. Pursuant to a special Board of Directors meeting held on September 22, 2011, 100,000,000 Series A Preferred shares were issued to John M. Bourque and are currently outstanding. The relative rights and preferences were determined and approved unanimously by the Board of Directors (with John M. Bourque abstaining) and duly filed with the Nevada Secretary of State's office. The Preferred stock is convertible into Common stock at the rate of one Common share for each 1,000 Series A Preferred shares converted, is entitled to share in any dividends declared with Common at the rate of 1/1000th of the amount of any Common dividend, and is entitled to vote on all matters with Common, including the election of directors, and has voting rights of "four" votes per each share, as contrasted to the one vote per share of outstanding Common stock. As a result of this issuance of Series A Preferred to John M. Bourque, Mr. Bourque receives through ownership of the Series A Preferred a right to receive any dividends declared in an amount equal to 100,000 shares of Common, but retains the right at present to elect a majority of the Board of Directors and to determine other matters presented to the shareholders for a vote, since the series A Preferred will be entitled to cast 400 million votes on any matter, along with other rights given to the Preferred shares as described above, said rights could conceivable prevent a change in control of the issuer.

The issuer's Articles of Incorporation and/or by-laws do not provide for cumulative voting, nor do they grant shareholders any preemptive rights to acquire additional common shares of the issuer. The denial of cumulative voting rights could prevent the election of a minority director and conceivable prevent a change in control of the issuer.

Item 6
The number of shares or total amount of the securities outstanding for each class of securities authorized.

As of the end of issuer's fiscal year and quarter ended May 31, 2012.

Preferred shares authorized	100,000,000
Preferred shares issued and outstanding	100,000,000
Common shares authorized	500,000,000
Common shares issued and outstanding	315,515,503
Public float non-restricted common shares freely tradable	69,866,278
Total number of beneficial shareholders	1558

Total number of shareholders of record 2,118

As of the end of issuer's fiscal year ended May 31, 2011.

Preferred shares authorized 100,000,000
Preferred shares issued and outstanding..0
Common shares authorized 500,000,000
Common shares Issued and outstanding..185,210,528
Public float non-restricted common shares freely tradable 19,900,932
Total number of beneficial shareholders 1,404
Total number of shareholders of record 1,975

Item 7
The name and address of the transfer agent.

American Registrar & Transfer Co.
P.O. Box 1798
342 East 900 South
Salt Lake City, UT 84110
801-363-9065
801-363-9066 Fax

The transfer agent is registered under the Exchange Act and regulated under Section 17A of the Securities & Exchange Act of 1934, as amended.

PART C: BUSINESS INFORMATION

Item 8
The nature of the issuer's business.

A. 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 mind 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 four 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. Founder and CEO John M. Bourque invented Kryron, a metal-alloying process that uses nanotechnology to fundamentally alter common metals at the molecular level to create ultra-high performing super alloys that management believes 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 possess exceptional conductivity, heat dissipation, and ballistic protection properties, all at a reduced weight when compared with the base material. These characteristics 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 and mining industries. Kryron is a new technology with potentially vast applications - 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. Over the last 12 months the Company has produced Kryron when needed under the supervision of John Bourque, primarily for demonstration purposes.

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.

The number of full time employees is approximately 35 and there are 3 part-time employees.

Item 9
The nature of products or services offered.

A. Principal products or services and their markets.
Issuer and its wholly owned subsidiaries (as a result of the mergers) will provide the development, manufacturing and marketing and sales for all Kryron products in the areas of ballistic body armor for military and defense/justice applications, and Kryron applications within agricultural and mining industries. Issuer will utilize a professional marketing and sales team that have years of experience in the aforementioned industries and a wealth of knowledge as it relates to the Kryron technology, metallurgy and the military industry, and web presence to further develop distribution channels and for the expansion and introduction of new Kryron products into these 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 also presently in discussions with various funding entities, but as the date hereof there are no understandings, or agreements with respect to obtaining the needed funding needed to pursue its proposed business activities.

B. Distribution methods of the products and services.
Issuer intends to utilize direct sales and distribution of its products. Issuer is exploring alternative distribution channels with existing outside third parties to further market penetration, but no formal/material agreements have been executed.

C. Status of any publicly announced new product or service.
All current information related to new products or services are set forth herein or through previous recent informational releases and the Company's website.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.
The ballistic body and equipment armor industry is highly saturated and there are many direct competitors within both the military and justice/defense industries. Direct competitors include, but are not limited to: Ceradyne, Inc.; Point Blank Solution, Inc.; ArmorWorks, Inc.; and BAE Systems, Inc. Issuer's competitive advantage and position in the industry will be dependent on issuer's substantiating early results that Kryron infused metal alloys materially enhance armor protection and provide industry changing life protection advancements.

E. Sources and availability of raw materials and the names of principal suppliers.
All raw materials required to produce Kryron metal alloys are readily available and ordered through many suppliers. The Company presently has no needed to order large quantities of raw materials and searches for the best available quality and prices for its smaller orders of materials and, therefore, has no principal suppliers at present.

F. Dependence on one or few major customers.
Although the U.S. Military is certainly a major potential customer, issuer is not dependent on it or any other one customer for its future success.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.
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.

H. The need for any government approval of principal products or services and the status of any requested government approvals.

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.

Item 10
The nature and extent of the issuer's facilities.

Real Estate Leased - 5333 East Drexel, Tucson, AZ 85713. This facility is approximately 39,275 square feet, and contains offices as well as manufacturing facilities and equipment. Issuer intends to complete further improvements on this facility in the coming weeks. The lease term is for 3 years and 2 months beginning June 1, 2011 with payments of $6,400 per month rent. The permitted uses under the lease include general office space, fabricated metal manufacturing, including integrated secondary smelting, plate-work and other industrial uses.

PART D: MANAGEMENT STRUCTURE AND FINANCIAL INFORMATION

Item 11
The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors of Issuer
Following are the Directors of the Issuer.

John M. Bourque
5333 East Drexel, Tucson, AZ 85713
Employment History - For the past 5 years Mr. Bourque has been an entrepreneur and acted in various roles with JBIT, Inc., Bourque Alloys LLC and now Bourque Industries, Inc., including without limitation, serving as a Director, Chief Executive Officer and Chief Scientist. Mr. Bourque is the primary creator of the companies and their intellectual property.
Board Memberships and other affiliations - None
Compensation - $360,000 per year
Ownership -.93,207,998 Common Stock shares and 100,000,000 Series A Preferred Stock as described herein

Mike Smith
5333 East Drexel, Tucson, AZ 85713
Employment History - From 2002 through 2006, Mr. Smith was employed as the Senior Vice President of Sales and Market Development for OrthoRx. From 2007-2011, Mr. Smith has been employed as the Southern Regional Vice President of Sales for Wright Medical.
Board Memberships and other affiliations - None
Compensation - None
Ownership - 3,000,000 Common Stock shares

Charmaine S. Berry
5333 East Drexel, Tucson, AZ 85713
Employment History - Charmaine S. ("Sandy") Berry, since April 2011, is acting as consultant to small companies in the Tucson, AZ area. Previously, from 2008, Mrs. Berry was a Commercial Lending Officer for Tucson Federal Credit Union, Tucson, AZ. During 2007, Mrs. Berry was employed by First Magnus Financial Corporation, Tucson, AZ (17th largest mortgage company in the U.S. at the time) as a Manager of IT and Process Improvement Business Analysis; and during 2006 by Wachovia Bank, N.A., Frederick, Maryland as Vice President to manage Wachovia's Mortgage Warehouse Lending operations and integration of new clients nationally. Prior to that she was employed by JPMorgan Chase & Company, New York, NY, from 1991-2006, becoming a Vice President & Division Manager, with responsibility of managing a $196 billion portfolio and working with 300+ top tier clients and Wall Street Investment Houses, including Goldman Sachs.
Board Memberships and other affiliations - None
Compensation - None
Ownership - 3,500,000 Common Stock shares

Commander Robert J. Lewis Jr.
5333 East Drexel, Tucson, AZ 85713
Employment History - For the past 25+ years, Bob Lewis has been a sworn law enforcement officer for the Collier County Sheriff's Office in Naples, Florida. In 2005, Mr. Lewis was

promoted to the rank of Commander of the Special Operations Group, which is comprised of Aviation, Agriculture Patrol, Bomb Squad, Dive Team, Emergency Response Team, Fugitive Warrants, Honor Guard, Hostage Negotiations, Marine Patrol, Mounted Patrol, SWAT, and Traffic Bureau (Motors and Traffic Homicide).
Board Memberships and other affiliations - Mr. Lewis presently serves on the Board of Directors of the American Sniper Association and has assisted in writing and publishing sniper training manuals and various sniper-training videos. Mr. Lewis is also a frequent consultant to the National Tactical Officers Association (NTOA) and serves on a national committee for SWAT technology and has assisted in writing national guidelines for the integration of SWAT and Bomb Squad.
Compensation - None
Ownership – 1,000,000 Common Stock shares

Kim D. Southworth
5333 East Drexel, Tucson, AZ 85713
Employment History – Mr. Southworth is the founder and senior partner of Advanced Business Strategies, LLC. (ABS) The Company was founded in 2001 and is a Venture Catalyst firm that prepares companies for and strategically positions them to be funded, sold, merged, or acquired. In 2007 Mr. Southworth worked with the Investors Registry (TIR), a private membership organization for accredited investors. TIR specializes in finding proprietary, high growth companies, capitalizing them at the Pre-IPO level and taking them through the legal processes to trade on a public exchange. In 2010 Mr. Southworth founded Basalt Fiber Technologies, LLC. a new technology associated with converting volcanic rock into fiber. In February 2011, Mr. Southworth joined the Company and has acted as President of operations to present.
Board Memberships and other affiliations – None
Compensation – $180,000 per year
Ownership – 18,250,000 Common Stock shares

Following are the Officers of Issuer.

John M. Bourque, Chief Executive Officer and President

Carol J. Condon – Executive Vice-President
5333 East Drexel, Tucson, AZ 85713
Employment History – For the past 5 years, Mrs. Condon has acted as the Executive Vice-President of Bourque Industries and has held various positions in the affiliated subsidiary companies described herein and soon to be acquired, including without limitation, acting as a Director, Secretary and President of Bourque Alloys LLC and Bourque Alloys Manufacturing, Inc..
Board Memberships and other affiliations – None
Compensation – TBD
Ownership – 19,432,900 Common Stock shares

B. Legal/Disciplinary History.
No Director or Officer of the Company has in the past five years: (i) been the subject of a conviction in a criminal proceeding; (ii) been the subject of an order, judgment or decree permanently or temporarily enjoining barring or suspending their involvement in any type of business, securities, commodities, or banking activities; (iii) the subject of a finding or judgment in any civil action or by any government entity, of any violation of any Federal or state securities or commodities law; (iv) the subject of an order by a self-regulatory organization permanently or

temporarily baring or suspending or otherwise limiting such persons involvement in any type of business or activity.

C. Disclosure of Family Relationships.
Currently there are no family relationships among and between the issuer's directors, officers or beneficial owners of more than five percent of the issuer's equities.

D. Disclosure of Related Party Transactions.
Please see footnotes included in the attached financial statements.

E. Disclosure of Conflicts of Interest.
Other than the related party transactions disclosed in the notes to the financial statements of the Issuer no known conflicts exist.

Item 12
Financial information for the issuer's most recent fiscal period.

The issuer's unaudited financial statements for its fiscal year ended May 31, 2012 are attached hereto as part of the issuer's Annual Company Information and Disclosure Statement and filed herewith.

Item 13
Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The issuer's unaudited financial statements for its fiscal years ended May 31, 2011 and May 31, 2010 are attached hereto as part of the issuer's Annual Company Information and Disclosure Statement and filed herewith.

Item 14
Beneficial Owners.

A list of all persons beneficially owning more than 5% of the issuer's common stock is set forth below:

John M. Bourque .... 98,707,998.........................27.66% (1)

Swiss Dynasty Trust .... 43,001,418.........................12.05% (2)

Carol J. Condon......................... 19,432,900...........................5.45%

Kim D. Southworth .... 18,250,000...........................5.11%

(1) Includes 100,000 common shares as a consequence of John M. Bourque owning 100 million shares of Series A Convertible Preferred Stock, which is convertible into common stock at the rate of one common share for each 1,000 Series A Preferred shares converted within 60 days. Additionally, each share Series A Convertible Preferred Stock give its holder 4 votes per share and votes together with common shares, currently giving Mr. Bourque voting control of the issuer without regard to the number of common shares he may own.
(2) The name and address of the controlling person of the Swiss Dynasty Trust is:

Jared Philip Metz
7776 Firenze Ave.
Los Angeles, CA 90046

Item 15
The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure.

1. Investment Banker
None

2. Promoters
None

3. Counsel

Don Davis, Esq.
Davis & Associates
P.O. Box 12009
Marina Del Rey, CA 90295
213-400-2007
don@securities-attys.com

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Allen Sussman, Esq.
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10100 Santa Monica Blvd., Suite 2200
Los Angeles, CA 90067
310-282-2000
asussman@loeb.com

4. Accountants

Frank Hundley-Financial Consultant
4103 N Lindstrom Pl
Tucson, AZ 85750
520-298-7875
frank@riverroadllc.com

Keegan, Linscott & Kenon, P.C.
33 N Stone Ave., Suite 101
Tucson, AZ 85701

520-884-0176
clinscott@klkcpa.com

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The listed accountants have or had been retained to consult in the assemblage of the books and records of the issuer for the purpose of publishing the issuer's unaudited financial statements for years ended May 31, 2010 through May 31, 2012. No accountant or accounting firm has audited, reviewed or compiled any of the financial statements presented and therefore no opinion or any other form of assurance by any of the listed accountants or firms has be provided on the financial information presented. Management of the issuer is responsible for preparing the financial statements and the contents of the financial statements are the assertions of management. All accountants are either licensed Certified Public Accountants or accountants with extensive experience and knowledge in accounting.

5. Public Relations Consultant(s)
None

6. Investor Relations Consultant
None

Item 16
Management's Discussion and Analysis or Plan of Operation.

FORWARD LOOKING STATEMENTS

Certain portions of this report, and particularly the Management's Discussion and Analysis of Plan of Operations, may contain forward-looking statements, which represent Management's expectations or beliefs concerning future events. The issuer cautions that these statements are further qualified by important factors that could cause actual results to differ materially from those in the forward-looking statements.

A. Plan of Operation.
Issuer's primary business plan over the next twelve months is to further concentrate on Kryron's core products to which issuer has been granted license to market and sell, primarily being ballistic armor plates for justice and defense industries, and Kryron plating for enhanced armor protection for applications on military vehicles. Issuer shall continue to seek all necessary regulatory

approvals eliminating impediments to sell and fill orders for such products. As part of its ordinary operations, issuer shall also continue research and development efforts to identify new applications for Kryron infused metal alloys and further identify industries that can benefit from new Kryron technologies. Issuer has yet to achieve executed contracts for its products, but believes that it shall complete significant orders in the next twelve-month period.

Without revenue from new contracts, the issuer projects it will be unable to satisfy ordinary cash requirements without being required to raise additional capital. In fiscal 2013, the issuer will seek to raise additional capital to cover ordinary business operations through private equity and or debt offerings and/or loans. There is no assurance that the issuer will be able to raise additional capital, or raise it on commercially reasonable terms, and this represents a material risk to the issuer's business.

Without revenue from new contracts, the issuer projects continued operating losses.

As set forth above, issuer is continually undergoing product research and development in search of new applications for Kryron technologies and other industries that may have material affects and benefits therefrom. It is forecasted that approximately 10-15% of all issuer assets will be spent in further development of new products, applications and in research. In the near term, product research and development will be focused on additional military and ballistic armor applications.

There is no immediate expected significant change in the number of issuer's employees, provided however, that upon execution of any single material contract/order, it is expected that approx. 10-15 additional manufacturing workers would be required to produce products for sales. It is probably at such time that a few additional marketing and sales personnel would also be needed.

C. Off-Balance Sheet Arrangements

Issuer has no obligation pursuant to Sub-paragraph C based upon having executed no definitive agreements that unconditionally bind issuer.

The above statements and others in this document are forward-looking statements that involve a number of risks and uncertainties. Many factors could affect Bourque Industries, Inc.'s actual results, and variances from the issuer's current expectations regarding such factors could cause actual results to differ materially from those expressed in these forward-looking statements. The issuer presently considers the following to be some (but not all) of the important factors that could cause actual results to differ materially from the issuer's expectations:

- The uncertainty of obtaining the additional necessary capital, and on commercially reasonable terms, to allow the issuer to complete development and commercialize, market and sell its Kryron based products;

- The risk of successful development of Kryron armor as well as the successful development of new uses and applications for the Kryron technology in other markets and applications;

- The risks involved in the successful commercialization of Kryron products to the point where they can be produced and sold at a profit;

- The risk of customer acceptance of Kryron products in the market place;

- The risk of changes in U.S. and World Wide business and economic conditions, and changes in U.S. military commitment to conflicts abroad;

- The risk of potential products and processes now under development or developed in the future by competitors which may have superior characteristics or price points making the Kryron based products obsolete;

- The risks associated with the costs of patent protection, and perhaps defense of claims of patent infringement, which could develop in the future;

- The issuer’s results could be affected by adverse effects associated with product defects and errata (deviations from published specifications), and by litigation or regulatory matters involving intellectual property.

PART E: ISSUANCE HISTORY

For each of the following issuances of unregistered restricted common or preferred stock, the issuer relied upon an exemption from the registration provisions of the Securities Act of 1933, as amended ("Act"). The transactions reported below relied upon the exemption found in Section 4(2) or Regulation D of the Act as "transactions by an issuer not involving any public offering" and all share certificates contain a legend stating that the shares have not been registered under the Securities Act of 1933, and referring to the restrictions on transferability and sale. The shares purchased by the following individuals or entities are reported as post-split shares, a one for five reverse split having been declared effective February 4, 2011. All shares listed are common stock unless described otherwise.

Issuances after fiscal year ended May 31, 2012

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, see Note 13 to unaudited financial statements contained herein

***** 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.

Issuances during fiscal year ended May 31, 2012

Date	Name	Shares Sold	Consideration Paid
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 AGS Capital Group LLC Dan Stoica Robert Stoica	2,000,000 20,000 40,000 40,000	administrative corrections of shares owned pursuant to 10/17/11 merger
03/20/12	AGS Capital Group LLC	4,390	Shares for services
03/2812	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 existing company 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	Cure Group 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.

<u>Issuances during fiscal year ended May 31, 2011</u>

Date	Name	Shares Sold	Consideration Paid
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—Klinkman pd for Stephens
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:

Date	Name	Shares Sold	Consideration Paid
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

PART F: EXHIBITS

Item 18
Material Contracts

The issuer is a party to multiple license agreements whereby the issuer is granted the right to manufacture "Kryron," the additive that gives such metals as aluminum, lead, copper and other metals their extraordinary hardness and increased conductivity. The issuer is also a party to a license to manufacture and distribute all of the issuer's Kryron infused products, which includes the armor ballistic plates and panels. The grantor and assignors of the licenses are Kryron Global LLC, the owner of all of the Kryron intellectual property, JBIT, Inc. and Bourque Alloys LLC. As of the consummation of the Company's acquisition (described below) of Bourque Alloys LLC, Bourque Alloys Manufacturing Inc., Kryron Global LLC and Basalt Fiber Technologies LLC, the above referenced license agreements are terminated and merged into the issuer through common ownership, and Bourque Industries, Inc. will own all rights to Kryron and its technology.

On November 4, 2010, the issuer entered into an Agreement and Plan of Reorganization with JBIT, Inc. whereby the issuer exchanged 150,000,000 of its unregistered restricted common stock for all of the issued and outstanding shares of JBIT, Inc. Please see Item 8—The nature of the issuer's business, supra.

The issuer's Designated Advisor for Disclosure, Robert J. Nielson, entered into a Consulting Agreement with the issuer on November 3, 2010. The material terms of the Agreement provided for the payment of $10,000 per month for the three month term of the Agreement; and further compensation for past services rendered for a period of approximately 15 months in acting as an advisor with the written consent of both the issuer and JBIT in the sum of $60,000,000 and was credited for $40,000 for the purchase and issuance of 4,000,000 post-split restricted common shares. Mr. Nielson has given notice to terminate the Consulting Agreement effective upon the filing of this Annual Company Information and Disclosure Statement.

On September 23, 2011, the Company entered into a Royalty Agreement with John M. Bourque, whereby it acquired all remaining unlicensed rights to the Kryron Technology and Patents, in exchange for the grant of a royalty interest to John M. Bourque. The Agreement has a term of 20 years, and provides for payment to Mr. Bourque of a 5% royalty 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 also on September 23, 2011 entered into an employment agreement with John M. Bourque, retaining him as CEO, as Chief Scientist, and to pursue further development and commercialization, marketing and sale of products utilizing the Kryron Technology. The Agreement has a 10 year term (with renewal terms), provides for an initial salary of $360,000 per year, and the immediate issuance to Mr. Bourque of 100,000,000 shares of Bourque Industries, Inc. Series A Preferred Stock.

That certain Agreement and Plan of Merger dated September 26, 2011, between the Company, Bourque Sub 1, Inc., an Arizona corporation and wholly owned subsidiary of the Company, and Bourque Alloys, LLC, an Arizona limited liability company, which consummated on or about October 17, 2011 the acquisition of Bourque Alloys, LLC into Bourque Sub 1, Inc. through a common stock exchange with all of its equity holders.

That certain Agreement and Plan of Merger dated September 26, 2011, between the Company, Bourque Sub 2, Inc., a Nevada corporation and wholly owned subsidiary of the Company, and Bourque Alloys Manufacturing, Inc., a Nevada corporation, which consummated on or about October 17, 2011 the acquisition of Bourque Alloys Manufacturing, Inc. into Bourque Sub 2, Inc. through a common stock exchange with all of its equity holders.

That certain Agreement and Plan of Merger dated September 26, 2011, between the Company, Bourque Sub 3, Inc., an Arizona corporation and wholly owned subsidiary of the Company, and Kryron Global, LLC, an Arizona limited liability company, which consummated on or about October 17, 2011 the acquisition of Kryron Global, LLC into Bourque Sub 3, Inc. through a common stock exchange with all of its equity holders.

That certain Agreement and Plan of Merger dated September 26, 2011, between the Company, Bourque Sub 4, Inc., a Utah corporation and wholly owned subsidiary of the Company, and Basalt Fiber Technologies, LLC, a Utah limited liability company, which consummated on or about October 17, 2011 the acquisition of Basalt Fiber Technologies, LLC into Bourque Sub 4, Inc. through a common stock exchange with all of its equity holders.

Technologies, LLC, a Utah limited liability company, which consummated on or about October 17, 2011 the acquisition of Basalt Fiber Technologies, LLC into Bourque Sub 4, Inc. through a common stock exchange with all of its equity holders.

Item 19
Articles of Incorporation and Bylaws

A complete copy of the Articles of Incorporation (as amended) and Bylaws were filed with OTC Disclosure and News Service on October 18, 2011.

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Item 20
Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None.

Item 21
Issuer's Certifications.

I, John M. Bourque, certify that:

1. I have reviewed this annual disclosure statement of Bourque Industries, Inc.;

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.

Date: August 31, 2012

_/s/ John M. Bourque
John M. Bourque
Chief Executive Officer

TABLE OF CONTENTS

Bourque Industries, Inc.

(A Development Stage Company)

Unaudited Consolidated Balance Sheets

ASSETS	May 31, 2012	May 31, 2011	May 31, 2010
Current Assets			
Cash	$ 831	$ 18,676	$ 1,061
Inventories	-	14,556	-
Total Current Assets	831	33,232	1,061
Property and Equipment			
Land	-	106,664	106,664
Furniture & Fixtures	8,319	7,319	7,319
Buildings and Improvements	-	629,586	629,586
Leasehold Improvements	168,940	-	-
Processing equipment	232,246	110,935	110,935
Office equipment	14,387	6,594	6,594
Vehicles	9,982	26,700	26,700
Less: Accumulated depreciation	(160,128)	(226,606)	(191,523)
Total Property and Equipment	273,746	661,192	696,275
Non-Current Assets			
Lease Deposits	60,000	-	-
Intangible Assets			
Patents	3,695,467	-	-
Accumulated Amortization	(58,657)	-	-
Goodwill	920,000	500,000	-
Total Intangible Assets	4,616,810	500,000	-
Loan Fees	-	23,538	23,538
Notes Receivable	1,072,282	786,884	706,944
Total Non-Current Assets	5,689,092	1,310,422	730,482
Total Assets	$ 5,963,669	$ 2,004,846	$ 1,427,818

The accompanying notes are an integral part of these financial statements.

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Balance Sheets

LIABILITIES & STOCKHOLDERS' EQUITY	May 31, 2012	May 31, 2011	May 31, 2010
Current Liabilities			
Accounts Payable and Accrued Liabilities	$ 652,547	$ 53,755	$ 26,249
Accrued Compensation Payable	130,515	100,000	100,000
Current Portion of Long-Term Liabilities	100,000	-	53,879
Total Current Liabilities	883,062	153,755	180,128
Long-Term Liabilities			
Notes Payable	139,950	149,683	120,304
Royalty Notes Payable	227,500	227,500	227,500
Total Long-Term Liabilities	367,450	377,183	347,804
Total Liabilities	1,250,512	530,938	527,932
Stockholders' Equity			
Common stock, .0001 par value, 500,000,000 shares authorized, 315,515,503 shares issued and outstanding	1,449,541	1,436,515	1,413,775
Additional Paid-in-Capital	40,072,459	35,873,628	5,257,169
Convertible preferred stock, .0001 par value, 100,000,000 authorized and outstanding	10,000	-	-
Accumulated Deficit	(36,818,843)	(35,836,235)	(5,771,058)
Total Stockholders' Equity	4,713,157	1,473,908	899,886
Total Liabilities and Stockholders' Equity	$ 5,963,669	$ 2,004,846	$ 1,427,818

The accompanying notes are an integral part of these financial statements.

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Income Statements

	Fiscal Year Ended May 31, 2012	Fiscal Year Ended May 31, 2011	Fiscal Year Ended May 31, 2010	Fiscal Year Ended May 31, 2009	June 1, 1978 (inception) to May 31, 2012
Revenues					
Sales	$ 14,204	$ -	$ -	$ 299,040	$ 344,064
Total Revenues	14,204	-	-	299,040	344,064
Cost of Goods Sold	10,840	-	-	185,474	196,314
Gross Profit	3,364	-	-	113,566	147,750
Operating Expenses					
Legal, Consulting & Professional Fees	1,285,384	961,572	32,824	128,049	4,104,246
Rents	43,690	200	300	5,391	49,581
Depreciation & Amortization Expense	110,239	35,083	36,634	43,889	324,729
Impairment of Goodwill	-	28,195,238	-	-	28,195,238
General & Administrative	744,617	475,168	37,662	695,638	3,434,012
Compensation Expense	229,275	389,579	655,609	622,080	5,153,921
Total Operating Expenses	2,413,205	30,056,840	763,029	1,495,047	41,261,727
Net Operating (Loss)	(2,409,841)	(30,056,840)	(763,029)	(1,381,481)	(41,113,977)
Other Income (Expense)					
Other Income	-	75	198	14,460	19,139
Interest Income (Expense)	(7,318)	(8,412)	(4,379)	-	(126,558)
Gain (Loss) on Sales of Property	(47,202)	-	-	-	2,541,332
Gain on Renegotiated Loan	-	-	-	-	10,103
Loss on Joint Venture	-	-	-	-	369,365
Merger Adjustment	-	-	-	-	1,481,753
Total Other Income (Expense)	(54,520)	(8,337)	(4,181)	14,460	4,295,134
Income (Loss) Before Income Taxes	(2,464,361)	(30,065,177)	(767,210)	(1,367,021)	(36,818,843)
Provision (Benefit) for Income Taxes	-	-	-	-	-
Net Income (Loss)	$ (2,464,361)	$ (30,065,177)	$ (767,210)	$ (1,367,021)	$ (36,818,843)

The accompanying notes are an integral part of these financial statements.

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Statements of Cash Flows

	Fiscal Year Ended May 31, 2012	Fiscal Year Ended May 31, 2011	Fiscal Year Ended May 31, 2010	Fiscal Year Ended May 31, 2009	June 1, 1978 (inception) to May 31, 2012
Cash Flows from Operating Activities:					
Net Income (Loss)	$ (2,464,361)	$ (30,065,177)	$ (767,210)	$ (1,367,021)	$ (36,818,843)
Adjustments to Reconcile Net Loss to Net Cash Provided by Operations:					
Depreciation and amortization	110,239	35,083	36,634	43,889	324,729
Impairment of goodwill	-	28,195,238	-	-	28,195,238
Common stock issued for services	18,455	1,943,961	730,792	-	4,995,256
Preferred stock issued for services	10,000	-	-	-	10,000
Loss on joint venture	-	-	-	-	379,468
Gain on renegotiation loan	-	-	-	-	(10,103)
Loss on sale of property	47,202				47,202
Gain on sale of property	-	-	-	-	(2,588,534)
Valuation for options issued	-	-	-	-	955,330
Change in current assets and liabilities net of acquisitions of businesses:					
(Increase) Decrease in:					
Deposits and prepaids	(60,000)	-	-	8,333	(61,085)
Notes receivable	-	-	-	(40,607)	(140,607)
Inventory	14,556	(14,556)	-	185,474	(47,921)
Accounts payable and accrued expenses	629,307	27,506	-	31,536	1,388,486
Net Cash Provided Used by Operating Activities	(1,694,602)	122,055	216	(1,138,396)	(3,371,384)
Cash Flows from Investing Activities:					
Cash acquired in acquisition of businesses	141,657	-	-	-	141,657
Acquisitions of businesses, net of cash required	(4,598,370)	(30,519,949)	-	-	(35,551,289)
Purchases of land, equipment and improvements	(282,326)	-	-	(551)	(1,807,118)
Sale of building and land	600,000	-	-	-	3,300,000
Payments on notes receivable	340,251	-	-	-	340,251
Net Cash Used by Investing Activities	(3,798,788)	(30,519,949)	-	(551)	(33,576,499)
Cash Flows from Financing Activities:					
Increase or (decrease) in notes payable	90,267	517	-	(450,000)	(359,216)
Increase in notes receivable from property sale	(625,649)	-	-	-	(625,649)
Decrease in notes receivable	340,251	(104,957)	-	-	255,844
Proceeds from royalties interest notes payable	-	-	-	-	227,500
Proceeds from issuance of common stock	5,660,676	30,519,949	-	40,000	37,020,235
Proceeds from issuance of preferred stock	10,000	-	-	-	10,000
Prior period adjustment	-	-	-	420,000	420,000
Net Cash Provided (Used) by Financing Activities	5,475,545	30,415,509	-	10,000	36,948,714
Increase (Decrease) in cash	(17,845)	17,615	216	(1,128,947)	$ 831
CASH & CASH EQUIVALENTS - Beginning of year	18,676	1,061	845	1,129,792	
CASH & CASH EQUIVALENTS - End of year	$ 831	$ 18,676	$ 1,061	$ 845	

The accompanying notes are an integral part of these financial statements.

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Statements
of Retained Earnings & Stockholders' Equity

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Subscription Received	Deficit Accumulated	Total Equity
Stock issued for cash	420,000	$ 420	$ 148,330			
Net loss for the year ended 12/31/2000					$ (217,406)	
Balance 12/31/2000	420,000	420	148,330		(217,406)	(68,656)
Stock issued for cash	2,216,000	2,216	336,580			
Stock issued for services	7,010,000	7,010	693,990			
Stock issued for debts	1,716,000	1,716	59,408			
Net loss for the year ended 12/31/2001					(508,268)	
Balance 12/31/2001	11,362,000	11,362	1,238,308		(725,674)	523,996
Stock issued for cash	877,201	877	219,323			
Stock issued for services	51,500	52	19,261			
Net loss for the year ended 12/31/2002					(31,641)	
Balance 12/31/2002	12,290,701	12,291	1,476,892		(757,315)	731,868
Stock issued for cash	1,922,000	1,922	178,278			
Stock issued for services	1,650,000	1,650	163,350			
Stock issued for loans	1,050,000	1,050	48,996			
Net loss for the year ended 12/31/2003					(535,601)	
Balance 12/31/2003	16,912,701	16,913	1,867,516		(1,292,916)	591,513
Stock issued for cash	800,000	800	79,200			
Stock issued for services	300,000	300	29,700			
Net loss for the year ended 12/31/2004					(258,613)	
Balance 12/31/2004	18,012,701	18,013	1,976,416		(1,551,529)	442,900
Stock issued for cash	168,576	169	29,831			
Stock issued for services	5,000,000	5,000	695,000			
Stock issued for debts	1,650,000	1,650	231,450			
Adjustment for merger at 7/20/2005	67,865,005	902,132	(1,207,667)	12,500	(1,259,162)	
Balance at 7/20/2005	92,696,282	926,964	1,725,030	12,500	(2,810,691)	(146,197)
Stock issued for cash	530,000	5,300	17,700	(12,500)		
Stock issued for services	7,825,000	78,250	409,750			
Stock options issued	-	-	955,330			
Stock subscriptions				5,500		
Net loss for fiscal year ended 5/31/2006					64,279	
Balance at 5/31/2006	101,051,282	1,010,514	3,107,810	5,500	(2,746,412)	1,377,412
Stock issued for cash	285,000	2,850	10,750	(5,500)		
Stock issued for royalty conversion	41,667	417	833			
Stock issued for services	124,500	1,245	2,490			
Net loss for fiscal year ended 5/31/2007					(540,399)	
Balance at 5/31/2007	101,502,449	1,015,026	3,121,883	-	(3,286,811)	850,098
Stock issued for services	6,500,000	65,000	1,650,243			
Net loss for fiscal year ended 5/31/2008					(350,017)	
Balance at 5/31/2008	108,002,449	1,080,026	4,772,126	-	(3,636,827)	2,215,325

The accompanying notes are an integral part of these financial statements.

BOURQUE INDUSTRIES, INC.

(A Development Stage Company)

Unaudited Consolidated Statements
of Retained Earnings & Stockholders' Equity

(continued)

	Common Stock		Additional			
	Shares	Amount	Paid-in Capital	Subscription Received	Deficit Accumulated	Total Equity
Balance at 5/31/2008	108,002,449	1,080,026	4,772,126	-	(3,636,827)	2,215,325
Stock issued for cash	4,000,000	40,000				
Net loss for fiscal year ended 5/31/2009					(1,367,021)	
Balance at 5/31/2009	112,002,449	1,120,026	4,772,126	-	(5,003,848)	888,304
Stock issued for services	24,575,000	245,750	485,042			
Stock issued for license agreement	4,800,000	48,000	-			
Net loss for fiscal year ended 5/31/2010					(767,210)	
Balance at 5/31/2010	141,377,449	1,413,776	5,257,168	-	(5,771,058)	899,886
Stock issued for acquisitions	39,123,079	142,268	30,497,681			
Treasury stock acquired	-	(120,000)	-			
Stock issued for services	4,710,000	471	118,779			
Net loss for fiscal year ended 5/31/2011					(30,065,177)	
Balance at 5/31/2011	185,210,528	1,436,515	35,873,628	-	(35,836,235)	1,473,908
Stock issued for acquisitions	117,800,001	11,780	3,300,617			
Stock issued for cash	2,445,333	245	799,755			
Stock issued for services	8,552,498	855	17,600			
Stock issued for lease purchase option	100,000	10	990			
Stock issued to correct prior year split calculation	50,000					
Stock issued in exchange for debt	1,357,143	136	79,864			
Rounding			5			
Adjustment for merger equity at 10/17/2011					1,481,753	
Net loss for the fiscal year ended 5/31/2012					(2,464,361)	
Balance at 5/31/2012	315,515,503	$ 1,449,541	$ 40,072,459	$ -	$ (36,818,843)	$ 4,703,157

	Series A Convertible Preferred Stock		Additional			
	Shares	Amount	Paid-in Capital	Subscription Received	Deficit Accumulated	Total Equity
Stock issued for employment agreement	100,000,000	$ 10,000				
Balance at 5/31/2012	100,000,000	$ 10,000	-	-	-	$ 10,000

The accompanying notes are an integral part of these financial statements.

Note 1

Summary of Significant Accounting Policies

Bourque Industries, Inc. (the Company) was incorporated in the State of Nevada, under the predecessor names of Global Platinum + Gold, Inc. and Global Energy, LTD. The Company's name was changed to Bourque Industries, Inc. effective January 31, 2011.

Nature of Operations

The Company is a development stage company, with a focus on advanced materials sciences. Founder and CEO John M. Bourque invented Kryron, a metal-alloying process that uses nanotechnology to fundamentally alter common metals at the molecular level to create ultra-high performing super alloys 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. These characteristics make Kryronized alloys 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 and mining industries. SIC Codes include 3341, 3399, 3441, 3499, 3795, 3999 and 5085.

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

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.

Accounting Method

The Company's financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") with the following exception.

Notes to Unaudited Financial Statements (continued)

Note 1
Summary of Significant Accounting Policies (continued)

EARNINGS PER SHARE

Entities with simple capital structures are required to present on the face of the income statement basic earnings per share (EPS) for income from continuing operations and for net income per FASB ASC 260-10-45 and FASB

ASC 260-10-50. Earnings per share are not presented in these financial statements. The effect of this deviation from GAAP on these financial statements i2 not known.

Share-Based Payments

The Company records payments made with the issuance of common stock the market price for the goods or services to determine the fair value of the issued common stock. In those situations where, in the opinion of management, the fair value of goods or services could not be estimated reliably and then such fair value is measured by reference to the fair value of equity instruments granted.

Use of Estimates

The use of estimates and assumptions as determined by management are required in the preparation of these financial statements in conformity with GAAP. The estimates are based on management's evaluation of historical trends and other information available when the financial statements are prepared. Changes in estimates, when they occur, are recognized in accordance with the accounting rules for estimates. Actual results could differ from those estimates.

Revenue Recognition

The Company uses the provisions of SEC Staff Accounting Bulletin No. 104, "Revenue Recognition in Financial Statements" ("SAB 104"), which provides guidance on the recognition, presentation and disclosure of revenue in financial statements.

The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when it has persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured. Delivery does not occur until products have been shipped, risk of loss has been transferred to the customer and either customer acceptance has been obtained, client acceptance provisions have lapsed, or the Company has objective evidence that the criteria specified in the customer acceptance provisions have been satisfied. The sales price is not considered to be fixed or determinable until all contingencies related to the sale have been resolved. The Company expects to derive revenues through the production of body armor and other Kryron based products.

Note 1
Summary of Significant Accounting Policies (continued)

Inventories
Inventories, when maintained by the Company, are stated at the lower of cost or net realizable value using the first-in first-out method of accounting. Net realizable value represents estimated selling prices less direct selling expenses. As of the fiscal years ended May 31, 2012, 2011 and 2010 inventories consisted primarily of production supplies used in the manufacture of test sample products and demonstration products and were not held for resale.

Property, Equipment and Depreciation
The cost of property, plant, and equipment is depreciated over the estimated useful lives of the related assets. The cost of leasehold improvements is depreciated (amortized) over the lesser of the length of the related leases or the estimated useful lives of the assets. The estimated useful lives are as follows:

Buildings and improvements	39 years
Leasehold improvements	5 years
Equipment	5 years
Furniture and fixtures	7 years
Vehicles	5 years

Patents and Long-Lived Intangible Assets
The cost of patents is amortized over an estimated useful life of 20 years. In addition, The Company evaluates long-lived assets, including intangible assets subject to amortization (such as patents) for impairment whenever events or circumstances indicate there may be a possible permanent loss of value.

Goodwill
Goodwill represents the cost in excess of fair value of net assets acquired in business combinations accounted for by the purchase method. In accordance with SFAS 142 goodwill and intangible assets determined to have indefinite lives are not subject to amortization. Goodwill and indefinite-lived intangible assets are reviewed for impairment by applying a fair-value based test on an annual basis or more frequently if circumstances indicate a potential impairment. If it is determined impairment has occurred, an impairment loss is recognized for the amount by which the carrying amount of the asset exceeds its estimated fair value and classified as impairment charges in the consolidated income statement. The Company conducts its annual impairment testing as of the last day of its fiscal year.

Note 1
Summary of Significant Accounting Policies (continued)

Income Taxes
The Company has adopted FASB 109 to account for income taxes. The Company currently has no material items which create timing differences that would mandate deferred tax expense. Net operating losses would create possible tax assets in future years, but due to the uncertainty as to the utilization of a net operating loss carry forward, a valuation allowance has not been made to the extent of any tax benefit that net operating losses may generate.

Reclassifications
Certain accounts in the prior-year financial statements have been reclassified for comparative purposes to conform to the presentation in the current-period financial statements.

Fair Value of Financial Instruments
The recorded amounts of financial instruments, including cash equivalents, accounts receivable, accounts payable, accrued expenses, and long-term debt approximate their market values as of the fiscal years ended May 31, 2012, 2011 and 2010. The Company has no investments in derivative financial instruments.

Note 2
Going Concern

The Company has recurring losses and has a deficit accumulated during the development stage of $36,814,142 as of May 31, 2012. This condition raises substantial doubt about the Company's ability to continue as a going concern.

The Company's financial statements are 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 would be unlikely for the Company to continue as a going concern.

The Company's management plans on raising cash from private debt or equity financing on an as needed basis and in the longer term, revenues from the development of business opportunities and sales of patented alloy products. The Company's ability to continue as a going concern is dependent on these additional cash financings, and ultimately, upon achieving profitable operations.

Note 3
Related Party Transactions

The Company has entered into transactions, advanced funds and borrowed funds from various related parties and sources. Following are the material related party transactions during the fiscal years ended May 31, 2012, 2011 and 2010.

John Bourque, Chief Executive Officer and majority shareholder.
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 for a minimum term of 10 years, and in exchange obtaining a transfer of all remaining rights to his Kryron material. 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.

Mr. Bourque at the fiscal years ended May 31, 2012, 2011 and 2010 owed the Company $234,757, $370,615 and $354,574 respectively. These loans were primarily made by the merged-in company JBIT, Inc. The note is due on demand with interest payable annualt at 4.5%.

John M. Bourque was the principal shareholder in the three companies acquired by the Company on or about October 17, 2011. The three companies were Bourque Alloys, LLC, Bourque Alloys Manufacturing, LLC and Kryron Global, LLC. To review the details of these acquisitions refer to Note 6.

During the fiscal year ended May 31, 2012 the Company sold, at appraised fair market value, real property to Full Circle Trust, an irrevocable trust of which the Company's CEO, Mr. Bourque is a co-trustee and beneficiary. Mr. Bourque disclosed his interest to the Board and abstained from voting on the transaction. The sales price was $600,000, and was paid in the form of a note in that amount executed by Full Circle Trust as payee, bearing interest at 12% per annum, and payable on demand after May 31, 2013. Upon payment of the Note, the Company agreed to pay out of the proceeds, $94,250 in encumbrances which encumbered the property on the date of sale. The balance of the note as of May 31, 2012, including accrued interest, was $625,649. The note is reported in Note 8 of these financial statements.

Bourque Alloys, LLC (BAL), previously controlled by current Chief Executive Officer John Bourque.
At the end of the fiscal years ended May 31, 2011 and 2010 BAL owed the Company $194,393 and $219,410 respectively. These loans were primarily made by the merged-in company JBIT, Inc. Refer to Note 8 for the details of the loans and Note 4 for more details of the merged-in company JBIT, Inc. On October 17, 2011 the Company acquired

Note 3
Related Party Transactions (continued)

BAL in a reverse triangular merger which resulted effectively in a full loan payoff as of the acquisition date. Refer to Note 6 for details of the acquisition.

Bourque Alloys Manufacturing, LLC (BAM) elements of common control.
During the fiscal year-to-date period ended October 16, 2011 and the fiscal year ended May 31, 2011 the Company received loans of $474,500 and $15,000 respectively from BAM. On October 17, 2011 the Company acquired BAM in a reverse triangular merger which effectively resulted in a full loan payoff as of the acquisition date. Refer to Note 6 for details of the acquisition and to Note 9 for the details of the loans.

Russ Twiford, former Chief Executive Officer.
Mr. Twiford at the fiscal years ended May 31, 2012, 2011 and 2010 owed $211,876, $211,876 and $134,260 respectively. These loans were advances issued by the Company under the direction of the former CEO Twiford to himself prior to January 31, 2011. The loans are non-interest bearing and unsecured.

Kim Southworth, Director.
Included in trade accounts payable are amounts due to Advanced Business Strategies, LLC, a company owned by the spouse of Mr. Southworth. These payables represent amounts owed to Advanced Business Strategies, LLC under a consulting contract for Mr. Southworth's work with the Company and subsidiary Basalt Fiber Technologies, Inc. Payables owed at the fiscal years ended May 31, 2012, 2011 and 2010 were $59,500, $80,000 and zero respectively.

Note 4
Goodwill and Acquisition of JBIT, Inc.

During the fiscal year ending May 31, 2011 the Company approved and executed a plan of acquisition and reorganization that provided for the exchange of 150,000,000 unregistered common shares of the Company for all of the issued and outstanding common shares of JBIT, Inc. The acquisition was made to combine the manufacturing and distribution capabilities of the Company with the license agreements of patented alloys held by JBIT, Inc. The amount of goodwill acquired during the combination was recorded based on the share price of the Company at the time of the acquisition and reorganization at $28,695,238, without consideration of the illiquid nature of the public market for the Company's common stock.

The Board of Directors at the end of the Company's fiscal year, after review, concluded that the value of existing manufacturing technology to extract gold from various fluids previously developed by the Company, and technology for use of certain alloys in such process, did not appear to be economically or physically viable, and accordingly that recorded goodwill as a result of such combination should be substantially adjusted and reduced. Accordingly, the Company determined that there has been a significant

Note 4
Goodwill and Acquisition of JBIT, Inc. (continued)

impairment of goodwill at the end of the fiscal year ended May 31, 2011, and the Company recognized an impairment charge against goodwill of $28,195,238, and reduced goodwill carried on the Company's books to $500,000, effective as of the end of said fiscal year.

Note 5
Restatement

The Company has restated its financial statements as of and for the fiscal year ended May 31, 2011 to reflect application of SFAS 142 and impairment of goodwill. The effect of the restatement is as follows.

	Original	Restated	Change
Balance Sheet			
Total Assets	$ 30,200,084	$ 2,004,846	$ (28,195,238)
Total Liabilities and Stockholders' Equity	$ 30,200,084	$ 2,004,846	$ (28,195,238)
Income Statement			
Total Operating Expenses	$ 1,874,395	$ 30,069,633	$ 28,195,238
Net Income (Loss)	$ (1,869,939)	$ (30,065,177)	$ (28,195,238)
Statement of Cash Flows			
Operating Activities	$ 122,055	$ 122,055	$ -
Investing Activities	$ -	$ -	$ -
Financing Activities	$ (104,440)	$ (104,440)	$ -
Cash Ending	$ 18,676	$ 18,676	$ -

For more information regarding the restatement please refer to Note 4.

Note 6
Acquisitions

Based on new and changing market opportunities and conditions, the Company accomplished strategic acquisitions of several related and independent companies to strengthen the Company's market and growth potential of Kryron and related alloys. The acquisitions support the Company's strategic plan to use the acquired Kryron alloy technologies to expand opportunities not previously available to it. These opportunities include development, manufacturing and sales of products for use in armor applications, electrical applications and other applications requiring light weight high strength alloys. In addition, with the acquisition of all rights related to the Kryron alloys, the Company will now be in a position to enter into licensing arrangements with other manufacturers.

Prior to these acquisitions the Company held only a limited non-exclusive right to the patented alloy known as Kryron under a "field of use license." Under the field of use license the Company had rights to use Kryron only in "metal extraction processes in

Note 6
Acquisitions (continued)

mining" and "armor manufactured for military use." As a part of its long term strategic plan the Company determined that to achieve the full market potential of the Kryron alloys it would require one entity would control all aspects of the rights to Kryron and its derivative works – from the patents through manufacturing to sales and finally to the end customer. Accordingly, the Company entered into negotiations to consolidate and acquire all the patents, licenses and rights to Kryron and related products.

The Company, on September 26, 2011, agreed to acquire four companies through four separate reverse triangular mergers whereby the Company formed four new wholly owned subsidiaries, and agreed to merge each subsidiary with one of the four companies. This parent-subsidiary structure, when combined, encompasses full and complete control of all the rights to Kryron. The acquired companies were Bourque Alloys, LLC, Bourque Alloys Manufacturing, Inc., Kryron Global, LLC and Basalt Fiber Technologies, LLC. An aggregate of approximately 113 million shares of restricted common stock were issued and exchanged with the shareholders of the four companies in connection with the acquisition of these companies. All four of the acquired companies were considered development stage companies and had no material revenues or earnings for the fiscal years ended May 31, 2012, 2011 and 2010.

> Bourque Alloys, LLC, an Arizona limited liability company (BAL). BAL 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, current CEO of the Company, owned a controlling ownership interest in BAL.
>
> Bourque Alloys Manufacturing, Inc., a Nevada corporation (BAM). BAM was incorporated in May 2011 and is the licensee under an long-term license agreement from Kryron Global LLC granting BAM the rights to exclusive manufacturing of Kryron products including armor for military and law enforcement, mining equipment and agricultural equipment. John M. Bourque owned a controlling ownership interest in BAM.
>
> Kryron Global LLC, an Arizona limited liability company (KGL). KGL was organized on November 15, 2008 and was wholly owned by John M. Bourque. KGL owned and controlled many patents (as further described in Section G of Item 9 below) related to Kryron and its applications and had control over the granting of licenses for all products.

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 now fully owned and controlled by Bourque Industries, Inc.

Note 6
Acquisitions (continued)

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. The Company and BFT had been exploring the integration of basalt fiber technologies into Kryron products for most of 2011, including ballistic armor and plates. Kim D. Southworth was 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 now has approximately 298 million common shares outstanding, of which approximately 52% is owned by John M. Bourque, and approximately 6% is owned by Kim D. Southworth.

Pro Forma Condensed Combined Statements of Operation Information

The following unaudited pro forma financial information presents the combined results of operations of the Company and the acquired businesses as if the acquisition had occurred as of the June 1, 2009 or the date of formation of the acquired company, whichever is earlier.

	Nine Months Ended February 29, 2012	Fiscal Year Ended May 31, 2011	Fiscal Year Ended May 31, 2010
Revenues	$ 7,190	$ -	$ -
Cost of Goods Sold	5,006	-	-
Gross Profit	2,184	-	-
Operating Expenses	2,963,917	30,501,233	1,152,311
Net Operating (Loss)	(2,961,733)	(30,501,233)	(1,152,311)
Other Income (Expense)	(16,873)	(8,337)	(4,181)
Income (Loss) Before Income Taxes	(2,944,860)	(30,492,896)	(1,148,130)
Provision (Benefit) for Income Taxes	-	-	-
Net Income (Loss)	$ (2,944,860)	$(30,492,896)	$ (1,148,130)

Note 7
Patents

As part of the purchase of Kryron Global, LLC, Bourque Alloys Manufacturing, Inc. and Bourque Alloys, LLC during the fiscal year ended May 31, 2012, the company acquired intangible assets of $4,115,000. Of that amount, $3,695,000 was assigned to patents. Goodwill of $420,000, which is not subject to amortization, arose in connection with the acquisitions.

The Company capitalizes patent costs for new patents, both domestic and international. Patent costs incurred by the Company and recorded to the intangible asset during the fiscal years ended May 31, 2012, 2011 and 2010 were $46,667, zero and zero respectively.

The acquired patents have an estimated useful life of 20 years. As of May 31, 2012 patent assets of the Company were as follows.

Patents	$3,695,467
Minus accumulated amortization	58,657
Patents net of accumulated amortization	$3,636,810

The Company held no patents during the fiscal years ended May 31, 2011 and May 31, 2010.

Note 8

Notes Receivable

The Company has non-current, non-trade notes receivable as follows.

	May 31, 2012	May 31, 2011	May 31, 2010
Note receivable from John Bourque, a related party, due upon demand, interest payable and accrued annually at 4.5%, secured by common stock of the Company (see Note 3)	$ 234,757	$ 370,615	$ 354,574
Note receivable from Bourque Alloys, LLC a related party, due upon demand, non-interest bearing, unsecured (see Note 3)	$ -	$ 194,393	$ 219,410
Note receivable from Russ Twiford, a related party, due upon demand, non-interest bearing, unsecured (see Note 3)	$ 211,876	$ 211,876	$ 132,960
Note receivable from Full Circle Trust, a related party, due upon demand, interest payable annually at 12%, secured by real property (see Note 3)	$ 625,649	$ -	$ -
Note receivable from Robert Nielson, due upon demand, non-interest bearing, unsecured	$ -	$ 10,000	$ -
Total non-current notes receivable	$ 1,072,282	$ 786,884	$ 706,944

Note 9
Notes Payable

The Company has non-current, notes payable as follows.

	May 31, 2012	May 31, 2011	May 31, 2010
Notes payable to Barclay Tittman, non-interest bearing, unsecured, due on demand.	$ 30,000	$ 30,000	$ 30,000
Note payable to RM Kulm, non-interest bearing, unsecured, due on demand.	$ 6,700	$ 6,700	$ 6,700
Note payable to Bourque Alloys Manufacturing, LLC, a related party non-interest bearing, unsecured, due	$ -	$ 15,000	$ -
Note payable to Charles Herrim non-interest bearing, unsecured, due on	$ 9,000	$ 9,000	$ -
Note payable Tucson Federal Credit Union, interest at 7.5% annually, due November 2010, unsecured.	$ -	$ -	$ 53,879
Note payable to G&G Holdings, LLC, non-interest bearing, secured by an option to convert to restricted common stock of the Company, due June 2012.	$ 100,000	$ -	$ -
Note payable to Timothy & Kevin Ross, interest at 21.0% annually, secured by real property.	$ 26,228	$ 25,377	$ 24,605
Note payable to Harlin H. Haack, Trustee, interest at 21.0% annually, secured by real property.	$ 68,022	$ 63,606	$ 58,999
Subtotal	$ 239,950	$ 149,683	$ 174,183
Less current portion	$ 100,000	$ -	$ 53,879
Total non-current notes payable	$ 139,950	$ 149,683	$ 120,304

Interest expense for the periods was as follows.

	May 31, 2012	May 31, 2011	May 31, 2010
Interest expense	$ 36,026	$ 12,793	$ 5,769

Note 10
Royalty Notes Payable

In 2004 the Company entered into royalty purchase agreements with various investors. The agreements provided the investors with a royalty payment on revenues generated by real property mineral extraction at rates ranging from one-eight percent of eligible revenues to one percent of eligible revenues. The agreements also provided that, in addition to any royalty payments (of which there were none) the investors would receive back their original investment without any interest or penalty. The royalty notes payable therefore represent the total gross amount of the original investment payments. The notes are unsecured and are payable on demand.

Note 11
Concentration of Credit Risk

The Company has concentrated its credit risk for cash by maintaining deposits in one bank. The excess deposits reported by the bank over the amounts that would be covered by federal insurance (FDIC) are at risk.

Financial instruments that potentially subject the Company to credit risk consist primarily of trade accounts receivable and related party notes receivable.

The Company has concentrated credit risk by holding related party notes payable secured by Company stock.

Note 12
Lease Commitments

The Company, in July 2011, entered into a non-cancelable operating lease for manufacturing plant and administrative office premises expiring during future years. The future minimum lease payments under the operating leases are as follows for the fiscal year ending May 31, 2012.

2011	76,800
2012	76,800
2013	12,800
2014	0
	$ 166,400

Note 13

Subsequent Events

On August 22, 2012, Bourque Industries, Inc. and Ironridge Global IV, Ltd. settled $778,624 in current accounts payable of the Company, in exchange for shares of Company common stock. Ironridge recently agreed to purchase the payables from Company creditors for full face value in cash,

Pursuant to an order approving stipulation for settlement of claims, 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 formula share price is based upon the volume weighted average price of the Company's common stock over that number of consecutive trading days following the date of receipt of an initial advance of shares, required for the total aggregate trading volume of all Company shares traded on the over-the-counter market to exceed $5 million. In calculating total aggregate trading volume, each daily volume used is not to exceed the arithmetic average of the individual daily volume weighted average prices of any five trading days during such period.

By way of example only, if the Company's average trading volume were $50,000 per day, the calculation period would be 100 days. If the volume weighted average price of the Company's common stock during that period were $0.12 per share (which was the closing share price on August 22, 2012), and the arithmetic average of the individual daily volume weighted average prices of any five trading days during such period were also $0.12 per share, then Ironridge would be entitled to retain a total of 9,333,560 shares in exchange for settling $778,624 in debt. Based on a $0.12 per share assumed value, the Bourque Common shares received would have a $1,120,027 value, and would be received as full compensation for the $778,624 debt extinguished.

In connection with the transaction, Ironridge is prohibited from receiving at any one time shares of common stock that would cause it in the aggregate with other shares then held, to be deemed to beneficially own more than 9.99% of the Company's total outstanding shares. Ironridge received an as advance, an initial issuance of 35,000,000 shares, which is equal to 9.99% of the total outstanding shares after such issuance. Based on the above example, Ironridge would be required to return 25,666,440 of these shares advanced to the Company for cancellation at the end of the formula calculation period. If the stock price during the calculation period were higher, it would be required to return more shares. If it were lower, Ironridge may be entitled to return fewer shares or to be issued more shares. The final number of shares to be retained by Ironridge will not be calculated until the end of the calculation period.

Ironridge agreed not to hold any short position in the issuer's common stock, and not to engage in or effect, directly or indirectly, any short sale until at least 180 days after the end of the calculation period, and it is prohibited from doing so. This provision means that Ironridge can only trade advanced shares it reasonably appears to have earned under the formula; it could not trade all 35 million shares unless there was a very sizable drop in the

Note 13
Subsequent Events (continued)

Bourque share price in the market. Ironridge also cannot vote any shares of common stock, exercising any dissenter's rights, execute or solicit any proxies, or engage or participate in any plans relating to any extraordinary corporate transaction or change of control.
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.