

Prospectus Supplement No. 1
Dated February 15, 2002 (to Prospectus dated November 28, 2001)

INTEGRAL TECHNOLOGIES, INC.

This Prospectus Supplement is part of the Prospectus dated November 28, 2001 related to the resale of up to 16,470,000 shares of our common stock by the persons identified as "selling securityholders" in the Prospectus.

A copy of our Quarterly Report on Form 10-QSB for the fiscal quarter ended December 31, 2001 is attached hereto.

The date of this Prospectus Supplement No. 1 is February 15, 2002.

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

FORM 10-QSB

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the quarterly period ended December 31, 2001

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: 0-28353

INTEGRAL TECHNOLOGIES, INC.

(Exact name of small business issuer as specified in its charter)

<Table>

<S>

NEVADA

<C>

98-0163519

(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)
</Table>

805 W. ORCHARD DRIVE, SUITE 3, BELLINGHAM, WASHINGTON 98225

(Address of principal executive offices)

(360) 752-1982

(issuer's telephone number)

(Former name, former address and former fiscal year,
if changed since last report)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Check whether the issuer filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes ☐ No ☐

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: AS OF FEBRUARY 8, 2002, THE ISSUER HAD 30,122,562 SHARES OF \$.001 PAR VALUE COMMON STOCK OUTSTANDING.

Transitional Small Business Disclosure Format (Check one): Yes ☐ No ☒

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PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)

CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2001
(U.S. DOLLARS)
(UNAUDITED)

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS
(U.S. DOLLARS)
(UNAUDITED)

<Table>
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DECEMBER 31,2001JUNE 30,2001

<S><C>

ASSETS

CURRENT			
Cash	\$ 33,065	\$ 69,556	
Accounts receivable	16,037	27,344	
Inventory	45,342	46,842	
Prepaid expenses	25,165	165	
	-----	-----	
TOTAL CURRENT ASSETS	119,609	143,907	
PROPERTY AND EQUIPMENT	79,445	89,566	
INVESTMENTS	1,250,000	1,250,000	
	-----	-----	
TOTAL ASSETS	\$ 1,449,054	\$ 1,483,473	
	=====	=====	
LIABILITIES			
CURRENT			
Accounts payable and accruals	\$ 794,884	\$ 746,530	
Due to West Virginia University Research Corporation	397,296	397,296	
Customer deposits	13,232	13,232	
	-----	-----	
TOTAL CURRENT LIABILITIES	1,205,412	1,157,058	
	-----	-----	
STOCKHOLDERS' EQUITY			
PREFERRED STOCK AND PAID-IN CAPITAL IN EXCESS OF \$0.001 PAR VALUE			
20,000,000 Shares authorized			
564,410 (June 30, 2001 - 564,410) issued and outstanding	564,410	564,410	
COMMON STOCK AND PAID-IN CAPITAL IN EXCESS OF \$0.001 PAR VALUE			
50,000,000 Shares authorized			
28,632,562 (June 30, 2001 - 26,949,062) issued and outstanding	9,585,529	8,900,983	
SUBSCRIPTIONS RECEIVED	292,250	50,000	
PROMISSORY NOTES RECEIVABLE	(58,500)	(58,500)	
OTHER COMPREHENSIVE INCOME	46,267	46,267	
DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	(10,186,314)	(9,176,745)	
	-----	-----	
TOTAL STOCKHOLDERS' EQUITY	243,642	326,415	
	-----	-----	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 1,449,054	\$ 1,483,473	
	=====	=====	

</Table>

See notes to consolidated financial statements.

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
(U.S. DOLLARS)
(UNAUDITED)

<Table>
<Caption>

	THREE MONTHS ENDED		SIX MONTHS ENDED		PERIOD FROM
	DECEMBER 31, 2001	DECEMBER 31, 2000	DECEMBER 31, 2001	DECEMBER 31, 2000	FEBRUARY 12, 1996
	-----	-----	-----	-----	(INCEPTION) TO DECEMBER 31, 2001
	<C>	<C>	<C>	<C>	<C>
REVENUE	\$ 6,804	\$ 8,571	\$ 27,686	\$ 8,571	\$ 215,312
COST OF SALES	1,500	5,360	13,468	5,360	216,016
	-----	-----	-----	-----	-----
	5,304	3,211	14,218	3,211	(704)
	-----	-----	-----	-----	-----
EXPENSES					
Consulting	204,548	38,661	417,804	74,361	1,464,333
Salaries and benefits	135,483	275,412	323,852	541,348	2,565,935
Legal and accounting	70,228	44,537	97,663	127,653	952,934
Travel and entertainment	24,864	67,326	49,613	109,725	576,504
General and administrative	36,708	29,129	46,853	63,955	398,297
Rent	8,054	19,083	17,885	40,426	205,563
Telephone	9,338	12,920	17,225	28,285	211,464
Bad debts	0	48,750	14,500	48,750	65,818
Research and development	1,818	89,706	6,509	145,153	1,241,629
Bank charges and interest, net	2,720	(20,725)	5,802	(51,326)	102,106
Advertising	2,788	57,642	5,486	102,787	254,033
Interest on beneficial conversion feature	0	0	0	0	566,456
Write-down of license and operating assets	0	0	0	0	1,806,700
Depreciation and amortization	3,004	29,325	6,485	52,476	231,851
	-----	-----	-----	-----	-----
	499,553	691,766	1,009,677	1,283,593	10,643,623
	-----	-----	-----	-----	-----

LOSS BEFORE EXTRAORDINARY ITEM	494,249	688,555	995,459	1,280,382	10,644,327
EXTRAORDINARY ITEM					
Cancellation of debt	0	0	0	0	(602,843)
NET LOSS FOR PERIOD	\$ 494,249	\$ 688,555	\$ 995,459	\$ 1,280,382	\$ 10,041,484
NET LOSS PER COMMON SHARE	\$ (0.02)	\$ (0.03)	\$ (0.04)	\$ (0.05)	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	28,236,958	26,332,262	27,650,331	26,182,171	

</Table>

See notes to consolidated financial statements.

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(U.S. DOLLARS)

<Table>

<Caption>

	SHARES OF COMMON STOCK ISSUED	COMMON STOCK AND PAID-IN CAPITAL IN EXCESS OF PAR	SHARES OF PREFERRED STOCK ISSUED	PREFERRED STOCK AND PAID-IN CAPITAL IN EXCESS OF PAR	PROMISSORY NOTES RECEIVED	SUBSCRIPTIONS RECEIVABLE
<S>	<C>	<C>	<C>	<C>	<C>	<C>
BALANCE, JUNE 30, 2000	26,032,062	\$ 8,384,781	664,410	\$ 664,410	\$ (58,500)	\$ 0
Shares issued for						
Private placement	81,885	112,480	0	0	0	0
Exercise of options	517,000	91,515	0	0	0	0
For services	100,000	40,000	0	0	0	0
Held in escrow	218,115	0	0	0	0	0
Stock option compensation	0	272,207	0	0	0	0
Dividends on preferred shares	0	0	0	0	0	0
Share subscriptions	0	0	0	0	0	50,000
Redeemed shares	0	0	(100,000)	(100,000)	0	0
Foreign currency translation	0	0	0	0	0	0
Net loss for period	0	0	0	0	0	0
BALANCE, JUNE 30, 2001	26,949,062	8,900,983	564,410	564,410	(58,500)	50,000
Shares issued for						
Held in escrow	500,000	0	0	0	0	0
Exercise of options	858,500	174,200	0	0	0	0
Exercise of warrants	325,000	130,000	0	0	0	0
Stock option compensation	0	349,910	0	0	0	0
Shares released from escrow	0	30,436	0	0	0	0
Dividends on preferred shares	0	0	0	0	0	0
Share subscriptions	0	0	0	0	0	242,250
Net loss for period	0	0	0	0	0	0
BALANCE, DECEMBER 31, 2001	28,632,562	\$ 9,585,529	564,410	564,410	\$ (58,500)	\$ 292,250

<Caption>

	OTHER COMPREHENSIVE INCOME	DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	TOTAL STOCKHOLDERS' EQUITY
<S>	<C>	<C>	<C>
BALANCE, JUNE 30, 2000	\$ 46,293	\$ (5,045,856)	\$ 3,991,128
Shares issued for			
Private placement	0	0	112,480
Exercise of options	0	0	91,515
For services	0	0	40,000
Held in escrow	0	0	0
Stock option compensation	0	0	272,207
Dividends on preferred shares	0	(30,720)	(30,720)
Share subscriptions	0	0	50,000
Redeemed shares	0	(100,000)	(200,000)
Foreign currency translation	(26)	0	(26)
Net loss for period	0	(4,000,169)	(4,000,169)
BALANCE, JUNE 30, 2001	46,267	(9,176,745)	326,415
Shares issued for			
Held in escrow	0	0	0
Exercise of options	0	0	174,200

Exercise of warrants	0	0	130,000
Stock option compensation	0	0	349,910
Shares released from escrow	0	0	30,436
Dividends on preferred shares	0	(14,110)	(14,110)
Share subscriptions	0	0	242,250
Net loss for period	0	(995,459)	(995,459)

BALANCE, DECEMBER 31, 2001	\$ 46,267	\$ (10,186,314)	\$ 243,642
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See notes to consolidated financial statements.

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
(U.S. DOLLARS)

<Table>
<Caption>

	SIX MONTHS ENDED		PERIOD FROM
	DECEMBER 31,	DECEMBER 31,	FEBRUARY 12,
	2001	2000	1996
			(INCEPTION)
			THROUGH
			DECEMBER 31,
			2001
<S>	<C>	<C>	<C>
OPERATING ACTIVITIES			
Net loss	\$ (995,459)	\$ (1,280,382)	\$ (10,041,484)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	10,121	52,476	252,496
Extraordinary item	0	0	(602,843)
Consulting services and financing fees	0	0	417,108
Stock option compensation benefit	349,910	10,124	740,973
Interest on beneficial conversion	0	0	566,456
Settlement of lawsuit	0	0	15,000
Write-down of license and operating assets	0	0	1,806,700
Bad debts	14,500	0	65,818
Changes in non-cash working capital			
Due from affiliated company	0	0	(116,000)
Notes and accounts receivable	(3,193)	38,063	(113,356)
Inventory	1,500	(21,842)	(45,342)
Prepaid expenses	(25,000)	5,230	(25,165)
Deferred revenue	0	0	13,232
Other	0	0	(2,609)
Accounts payable and accruals	158,502	11,495	1,082,553
Due to West Virginia University	0	0	397,296
CASH USED IN OPERATING ACTIVITIES	(489,119)	(1,184,836)	(5,589,167)
INVESTING ACTIVITIES			
Purchase of property, equipment and intangibles assets	0	(60,476)	(200,935)
Assets acquired and liabilities assumed on purchase of subsidiary	0	0	(129,474)
Investment purchase	0	(950,000)	(2,000,000)
License agreement	0	0	(124,835)
NET CASH USED BY INVESTING ACTIVITIES	0	(1,010,476)	(2,455,244)
FINANCING ACTIVITIES			
Repayment of loan	0	0	(45,000)
Repayment to stockholders	0	0	(94,046)
Subscriptions received	242,192	0	292,192
Issuance of common stock	210,436	105,356	6,427,199
Advances from stockholders, net of repayments	0	0	1,078,284
Share issue costs	0	0	(227,420)
Proceeds from convertible debentures	0	0	600,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	452,628	105,356	8,031,209
EFFECT OF FOREIGN CURRENCY TRANSLATION ON CASH	0	225	46,267
INFLOW (OUTFLOW) OF CASH	(36,491)	(2,089,731)	33,065
CASH, BEGINNING OF PERIOD	69,556	2,908,700	0
CASH, END OF PERIOD	\$ 33,065	\$ 818,969	\$ 33,065

</Table>

See notes to consolidated financial statements.

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)

1. BASIS OF PRESENTATION

These unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States for interim financial information. These financial statements are condensed and do not include all disclosures required for annual financial statements. The organization and business of the Company, accounting policies followed by the Company and other information are contained in the notes to the Company's audited consolidated financial statements filed as part of the Company's June 30, 2001 Form 10-KSB.

In the opinion of the Company's management, these financial statements reflect all adjustments necessary to present fairly the Company's consolidated financial position at December 31, 2001 and June 30, 2001, the consolidated results of operations for the three months and six month ended December 31, 2001 and 2000 and the consolidated statements of cash flows for the six months ended December 31, 2001 and 2000. The results of operations for the six months and three months ended December 31, 2001 are not necessarily indicative of the results to be expected for the entire fiscal year.

2. STOCKHOLDERS' EQUITY

(a) During the period, the Company:

- (i) Pursuant to an agreement with Swartz Private Equity LLC ("Swartz") as described in the notes to the Company's audited consolidated financial statements filed as part of the Company's June 30, 2001 Form 10-KSB, the Company issued 67,635 shares for total proceeds of \$30,436 and granted 6,764 stock purchase warrants exercisable at a price of \$0.56 per share.
- (ii) Pursuant to the 2001 Plan, granted a total of 575,000 fully vested stock options to employees and consultants of the Company at an exercise price ranging from \$0.40 to \$1.50 per share which will expire August 31, 2003. 500,000 of the 575,000 options were granted to consultants and have been recognized applying FASB 123 using the Black-Scholes option pricing model which resulted in additional consulting expense for the three months ended December 31, 2001 of \$168,600.

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2. STOCKHOLDERS' EQUITY (Continued)

- (iii) The following table summarizes the Company's stock option activity for the period:

<Table>
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	Number Of Shares	Exercise Price Per Share	Weighted Average Exercise Price
	-----	-----	-----
<S>	<C>	<C>	<C>
Balance, September 30, 2001	2,080,000	\$ 0.40 to \$ 1.20	\$ 0.65
Granted during period	575,000	\$ 0.40 to \$ 1.50	\$ 0.68
Cancelled	(200,000)	\$ 0.50 to \$ 1.16	\$ 1.00
	-----	-----	-----
Balance, December 31, 2001	2,455,000	\$ 0.40 to \$ 1.50	\$ 0.63
	=====	=====	=====

</Table>

- (iv) The Company applies APB Opinion No. 25 and related interpretations in accounting for its stock options granted to employees, and accordingly, compensation expense of \$3,000 was recognized as wages expense for the three month period ended December 31, 2001. Had compensation expense been determined as provided in SFAS 123 using the Black-Scholes option - pricing model, the pro-forma effect on the Company's net loss and per share amounts would have been as follows:

<Table>
<Caption>

	THREE MONTHS ENDED DECEMBER 31, 2001	SIX MONTHS ENDED DECEMBER 31, 2001
<S>	<C>	<C>
Net loss, as reported	\$ (494,249)	\$ (995,459)
Net loss, pro-forma	\$ (510,974)	\$ (1,300,499)
Net loss per share, as reported	\$ (0.02)	\$ (0.04)
Net loss per share, pro-forma	\$ (0.02)	\$ (0.05)

</Table>

The fair value of each option grant is calculated using the following weighted average assumption:

<S>	<C>
Expected life (years)	2
Interest rate	5.00%
Volatility	62.70%
Dividend yield	0.00%

</Table>

- (v) Amended the 2001 stock plan to increase the number of options to be granted under this plan from 2,500,000 common shares to 3,500,000 common shares.

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
SIX MONTHS ENDED DECEMBER 31, 2001
(U.S. DOLLARS)

2. STOCKHOLDERS' EQUITY (Continued)

- (b) Subsequent to December 31, 2001, the Company:
- (i) issued 840,000 shares on exercise of stock options for total proceeds of \$430,250.
 - (ii) Pursuant to the agreement with Swartz Private Equity LLC ("Swartz"), issued 547,865 shares for total proceeds of \$734,139 and granted 54,787 share purchase warrants exercisable at a price of \$1.69 per share.

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ITEM 2. PLAN OF OPERATION.

To date the Company has recorded nominal revenues from operations. The Company is still considered a development stage company for accounting purposes. From inception on February 12, 1996 through December 31, 2001, the Company has accrued an accumulated deficit of approximately \$10.2 million.

For the fiscal year ended June 30, 2001, the Company incurred a one-time write-down of approximately \$1.4 million, which represents all previously capitalized costs associated with the acquisition of a controlling interest in its subsidiary, Emergent Technologies Corp., and its rights to the Contrawound Toriodal Helical Antenna technology. This write-down was required under applicable generally accepted accounting principals because the Company does not intend to further develop or market this technology in the foreseeable future.

As a result of the commercial interest in the antenna products of the Company's subsidiary, Antek Wireless, Inc., the Company presently intends to focus substantially all of its resources on the commercialization and sales of the Antek antenna products. As a result, the Company does not anticipate devoting any of its resources on the research, development and commercialization of its other technologies during the next twelve months.

The Company's ability to fully-implement its plan of operation during the last fiscal year was disrupted due to the burden of defending the lawsuit filed against the Company by IAS Communications, Inc. in May 2000. The lawsuit was dismissed with prejudice in September 2001, which means that the litigation has ended and IAS is precluded from pursuing its claims.

The Company expects to now be able to focus on its marketing efforts through to the end of calendar 2002 on several wireless market segments through its wholly-owned subsidiary, Antek Wireless, Inc. The primary wireless segment that the Company will focus on will be mobile asset tracking, facilitated through the Orbcomm LLC constellation of 35 low-earth orbit ("LEO") satellites. Potential customers include trucking companies, railway operators and boat/ship owners. Marketing efforts will also be focused on the wireless office ("local area network" or "LAN"), cellular and global positioning system ("GPS") markets.

To date, the Company has relied on loans from management and management's ability to raise capital through debt and equity private placement financings to fund its operations. During the past two fiscal years, the Company completed the following financing transactions:

1. In March 2000, the Company completed a private placement of common stock and common stock purchase warrants which resulted in aggregate cash proceeds to the Company of nearly \$4 million.

2. In May 2000, the Company entered into an Investment Agreement with Swartz Private Equity, LLC ("Swartz"). Pursuant to the terms of the Investment Agreement, the Company may, in its sole discretion and subject to certain restrictions, periodically sell ("Put") shares of common stock to Swartz for up to \$25,000,000. Pursuant to the terms of the Investment Agreement, the Put share price will be determined and paid to the Company twenty business days after the date of the Put. The terms of the Investment Agreement are more fully described in Item 1 (Description of Business) under the subsection entitled "Investment Agreement with Swartz Private Equity, LLC." During the current fiscal year, the Company received net proceeds of \$30,436 from a Put of 67,635 shares to Swartz that was completed in October 2001, and an additional \$734,139 from a Put of 547,865 shares to Swartz that was completed in January 2002.

1

The Company does not currently have adequate funds available to fund its operations over the next twelve months. If the Company does not earn adequate revenues to sufficiently fund operations during this time period, the Company will attempt to raise capital through the sale of its securities pursuant to the Investment Agreement with Swartz. There can be no assurance, however, that market conditions will permit the Company to raise sufficient funds pursuant to the Investment Agreement with Swartz or that additional financing will be available when needed or on terms acceptable to the Company.

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PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There have been no material developments in any legal proceedings except as previously described in the Company's periodic reports.

ITEM 2. CHANGES IN SECURITIES.

In December 2001, the Company issued 500,000 shares of common stock to Swartz Private Equity, LLC in connection with a Put pursuant to an Investment Agreement dated May 11, 2000. The Company believes that the transaction was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D. The shares are registered for resale by Swartz pursuant to an effective registration statement of Form SB-2 (file no. 333-41938).

In January 2002, the Company issued 200,000 shares of common stock to Swartz Private Equity, LLC in connection with a Put pursuant to an Investment Agreement dated May 11, 2000. The Company believes that the transaction was exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D. The shares are registered for resale by Swartz pursuant to an effective registration statement of Form SB-2 (file no. 333-41938).

In January 2002, the Company issued an aggregate of 450,000 shares of common stock to two employees in consideration of the execution of a "Proprietary, Non-Disclosure and Non-Solicitation Agreement" by each person. A restrictive legend was placed on each certificate evidencing the shares. The Company believes that the transactions were exempt from registration pursuant to Section 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 of

ITEM 3. DEFAULTS UPON SENIOR SECURITIES - None.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS - None.

ITEM 5. OTHER INFORMATION - None.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K.

- 3.1 Articles of Incorporation, as amended and currently in effect.
(Incorporated by reference to Exhibit 3.1 of Integral's registration statement on Form 10-SB (file no. 0-28353) filed December 2, 1999.)
- 3.2 Bylaws, as amended and restated on December 31, 1997. (Incorporated by reference to Exhibit 3.2 of Integral's registration statement on Form 10-SB (file no. 0-28353) filed December 2, 1999.)
- 4.3 Investment Agreement dated May 11, 2000, by and between Integral and Swartz Private Equity, LLC. (Incorporated by reference to Exhibit 4.1 of Integral's registration statement on Form SB-2 (file no. 333-41938) filed July 21, 2000.)
- 4.4 Warrant to purchase common stock issued to Swartz Private Equity, LLC on May 11, 2000, in connection with the offering of securities described in Exhibit 4.3. (Incorporated by reference to Exhibit 4.1 of Integral's registration statement on Form SB-2 (file no. 333-41938) filed July 21, 2000.)
- 4.5 Registration Rights Agreement, dated May 11, 2000, by and between Integral and Swartz Private Equity, LLC, related to the registration of the common stock to be sold pursuant to

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Exhibit 4.3. (Incorporated by reference to Exhibit 4.1 of Integral's registration statement on Form SB-2 (file no. 333-41938) filed July 21, 2000.)

- 4.6 Warrant to Purchase Common Stock to be issued from time to time in connection with the offering of securities described in Exhibit 4.3 (Incorporated by reference to Exhibit 4.1 of Integral's registration statement on Form SB-2. (file no. 333-41938) filed July 21, 2000.)
 - 4.7 Warrant Side Agreement dated May 11, 2000 between Integral and Swartz related to the offering of securities described in Exhibit 4.3. (Incorporated by reference to Exhibit 4.1 of Integral's registration statement on Form SB-2 (file no. 333-41938) filed July 21, 2000.)
 - 10.7 Employee Benefit And Consulting Services Compensation Plan, as restated January 10, 1999. (Incorporated by reference to Exhibit 10.7 of Integral's registration statement on Form 10-SB (file no. 0-28353) filed December 2, 1999.)
 - 10.9 Employment Agreement between Integral and William S. Robinson dated January 2, 2001. (Incorporated by reference to Exhibit 10.9 of Integral's Form 10-QSB for the quarter ended December 31, 2000 filed February 14, 2001.)
 - 10.10 Employment Agreement between Integral and William A. Ince dated January 2, 2001. (Incorporated by reference to Exhibit 10.10 of Integral's Form 10-QSB for the quarter ended December 31, 2000 filed February 14, 2001.)
 - 10.12 Integral Technologies, Inc. 2001 Stock Plan dated January 2, 2001, as amended December 17, 2001. (Incorporated by reference to Exhibit 10.12 of Integral's registration statement on Form S-8 (file no. 333-76058).)
- (b) Reports on Form 8-K - None.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the Company caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

By: /s/ William S. Robinson

William S. Robinson, Chairman, Chief Executive Officer,
Treasurer and Director

By: /s/ William A. Ince

William A. Ince, President, Secretary,
Chief Financial Officer and Director

Date: February 12, 2002