

Prospectus Supplement No. 2
Dated May 16, 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 March 31, 2002 is attached hereto.

The date of this Prospectus Supplement No. 2 is May 16, 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 March 31, 2002

☐ 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>
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NEVADA

<C>

98-0163519

(State or other jurisdiction of incorporation or organization)
</Table>

(IRS Employer Identification No.)

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 MAY 10, 2002, THE ISSUER HAD 30,787,562 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
March 31, 2002
(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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	MARCH 31, 2002	JUNE 30, 2001
	-----	-----
<S>	<C>	<C>
ASSETS		
CURRENT		
Cash	\$ 407,728	\$ 69,556
Accounts receivable	15,767	27,344
Inventory	48,919	46,842
Prepaid expenses	25,165	165
	-----	-----
TOTAL CURRENT ASSETS	497,579	143,907
PROPERTY AND EQUIPMENT	92,621	89,566
INVESTMENTS	1,250,000	1,250,000
INTANGIBLE ASSETS	711,000	0
	-----	-----

TOTAL ASSETS	\$ 2,551,200	\$ 1,483,473
	=====	=====
LIABILITIES		
CURRENT		
Accounts payable and accruals	\$ 583,675	\$ 746,530
Due to West Virginia University Research Corporation	397,296	397,296
Customer deposits	13,232	13,232
	-----	-----
TOTAL CURRENT LIABILITIES	994,203	1,157,058
	-----	-----
STOCKHOLDERS' EQUITY		
PREFERRED STOCK AND PAID-IN CAPITAL IN EXCESS OF \$0.001 PAR VALUE		
20,000,000 Shares authorized		
439,610 (June 30, 2001 - 564,410) issued and outstanding	439,610	564,410
COMMON STOCK AND PAID-IN CAPITAL IN EXCESS OF \$0.001 PAR VALUE		
50,000,000 Shares authorized		
30,652,562 (June 30, 2001 - 26,949,062) issued and outstanding	11,871,218	8,900,983
SUBSCRIPTIONS RECEIVED	40,000	50,000
PROMISSORY NOTES RECEIVABLE	(73,500)	(58,500)
OTHER COMPREHENSIVE INCOME	46,267	46,267
DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	(10,766,598)	(9,176,745)
	-----	-----
TOTAL STOCKHOLDERS' EQUITY	1,556,997	326,415
	-----	-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,551,200	\$ 1,483,473
	=====	=====

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

<Table>
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	THREE MONTHS ENDED MARCH 31,		NINE MONTHS ENDED MARCH 31,		PERIOD FROM FEBRUARY 12, 1996 (INCEPTION) THROUGH MARCH 31, 2002
	2002	2001	2002	2001	
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
REVENUE	\$ 0	\$ 0	\$ 27,686	\$ 8,571	\$ 215,312
COST OF SALES	0	0	13,468	5,360	216,016
	-----	-----	-----	-----	-----
	0	0	14,218	3,211	(704)
EXPENSES					
Consulting	129,301	44,972	547,105	119,333	1,593,634
Salaries and benefits	125,025	596,436	448,877	1,137,784	2,690,960
Legal and accounting	40,324	102,381	137,987	230,034	993,258
Travel and entertainment	37,662	38,431	86,349	148,156	615,199
General and administrative	25,426	34,774	73,423	98,729	422,284
Rent	8,030	17,815	25,915	58,241	213,593
Telephone	6,907	5,620	24,132	33,905	218,371
Advertising	6,080	30,109	11,348	132,896	260,519
Bank charges and interest, net	3,426	(3,311)	9,228	(54,637)	105,532
Research and development	1,402	23,763	7,911	168,916	1,243,031
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
Bad debt	0	0	14,500	48,750	65,818
Depreciation and amortization	3,004	25,058	9,489	77,534	234,855
	-----	-----	-----	-----	-----
	386,587	916,048	1,396,264	2,199,641	11,030,210
	-----	-----	-----	-----	-----
LOSS BEFORE EXTRAORDINARY ITEM	386,587	916,048	1,382,046	2,196,430	11,030,914
EXTRAORDINARY ITEM					
Cancellation of debt	0	0	0	0	(602,843)
	-----	-----	-----	-----	-----
NET LOSS FOR PERIOD	\$ 386,587	\$ 916,048	\$ 1,382,046	\$ 2,196,430	\$ 10,428,071
	=====	=====	=====	=====	=====
NET LOSS PER COMMON SHARE	\$ 0.01	\$ 0.03	\$ 0.05	\$ 0.08	
	=====	=====	=====	=====	=====
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	30,233,451	26,791,749	28,498,801	26,356,807	
	=====	=====	=====	=====	=====

</Table>

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

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	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
	-----	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>	<C>
BALANCE, JUNE 30, 2000	26,032,062	\$ 8,384,781	664,410	\$ 664,410	\$ (58,500)
Shares issued for					
Private placement	81,885	112,480	0	0	0
Exercise of options	517,000	91,515	0	0	0
For services	100,000	40,000	0	0	0
Held in escrow	218,115	0	0	0	0
Stock option compensation	0	272,207	0	0	0
Dividends on preferred shares	0	0	0	0	0
Share subscriptions	0	0	0	0	0
Redeemed shares	0	0	(100,000)	(100,000)	0
Foreign currency translation	0	0	0	0	0
Net loss for period	0	0	0	0	0
	-----	-----	-----	-----	-----
BALANCE, JUNE 30, 2001	26,949,062	8,900,983	564,410	564,410	(58,500)
Shares issued for					
Property agreement	450,000	711,000	0	0	0
Held in escrow	700,000	0	0	0	0
Exercise of options	2,228,500	948,450	0	0	(15,000)
Exercise of warrants	325,000	130,000	0	0	0
Stock option compensation	0	349,910	0	0	0
Share subscriptions	0	0	0	0	0
Shares released from escrow	0	830,875	0	0	0
Dividends on preferred shares	0	0	0	0	0
Redeemed shares	0	0	(124,800)	(124,800)	0
Net loss for period	0	0	0	0	0
	-----	-----	-----	-----	-----
BALANCE, MARCH 31, 2002	30,652,562	\$ 11,871,218	439,610	\$ 439,610	\$ (73,500)
	=====	=====	=====	=====	=====

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	SUBSCRIPTIONS RECEIVABLE	OTHER COMPREHENSIVE INCOME	DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	TOTAL STOCKHOLDERS' EQUITY
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
BALANCE, JUNE 30, 2000	\$ 0	\$ 46,293	\$ (5,045,856)	\$ 3,991,128
Shares issued for				
Private placement	0	0	0	112,480
Exercise of options	0	0	0	91,515
For services	0	0	0	40,000
Held in escrow	0	0	0	0
Stock option compensation	0	0	0	272,207
Dividends on preferred shares	0	0	(30,720)	(30,720)
Share subscriptions	50,000	0	0	50,000
Redeemed shares	0	0	(100,000)	(200,000)
Foreign currency translation	0	(26)	0	(26)
Net loss for period	0	0	(4,000,169)	(4,000,169)
	-----	-----	-----	-----
BALANCE, JUNE 30, 2001	50,000	46,267	(9,176,745)	326,415
Shares issued for				
Property agreement	0	0	0	711,000
Held in escrow	0	0	0	0
Exercise of options	0	0	0	933,450
Exercise of warrants	0	0	0	130,000
Stock option compensation	0	0	0	349,910
Share subscriptions	(10,000)	0	0	(10,000)
Shares released from escrow	0	0	0	830,875
Dividends on preferred shares	0	0	(20,607)	(20,607)
Redeemed shares	0	0	(187,200)	(312,000)
Net loss for period	0	0	(1,382,046)	(1,382,046)
	-----	-----	-----	-----
BALANCE, MARCH 31, 2002	\$ 40,000	\$ 46,267	\$ (10,766,598)	\$ 1,556,997
	=====	=====	=====	=====

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

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	NINE MONTHS ENDED MARCH 31,		PERIOD FROM
	2002	2001	FEBRUARY 12,
			1996
			(INCEPTION)
			THROUGH
			MARCH 31,
			2002
<S>	<C>	<C>	<C>
OPERATING ACTIVITIES			
Net loss	\$ (1,382,046)	\$ (2,196,430)	\$ (10,428,071)
Adjustments to reconcile net loss to net cash used in operating activities			
Depreciation and amortization	14,944	77,534	257,319
Extraordinary item	0	0	(602,843)
Consulting services and financing fees	143,750	0	560,858
Stock option compensation benefit	349,910	353,744	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	(2,923)	48,297	(113,086)
Inventory	(2,077)	(21,842)	(48,919)
Prepaid expenses	(25,000)	5,230	(25,165)
Deferred revenue	0	0	13,232
Other	0	0	(2,609)
Accounts payable and accruals	(59,261)	(92,816)	864,790
Due to West Virginia University	0	0	397,296
CASH USED IN OPERATING ACTIVITIES	(948,203)	(1,826,283)	(6,048,251)
INVESTING ACTIVITIES			
Purchase of property, equipment and intangibles assets	0	(65,492)	(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	(1,015,492)	(2,455,244)
FINANCING ACTIVITIES			
Repayment of loan	0	0	(45,000)
Repayment to stockholders	0	0	(94,046)
Subscriptions received	0	0	50,000
Issuance of common stock	1,286,375	148,871	7,503,138
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	1,286,375	148,871	8,864,956
EFFECT OF FOREIGN CURRENCY TRANSLATION ON CASH	0	(27)	46,267
INFLOW (OUTFLOW) OF CASH	338,172	(2,692,931)	407,728
CASH, BEGINNING OF PERIOD	69,556	2,908,700	0
CASH, END OF PERIOD	\$ 407,728	\$ 215,769	\$ 407,728

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INTEGRAL TECHNOLOGIES, INC.
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
NINE MONTHS ENDED MARCH 31, 2002
(U.S. DOLLARS)

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 March 31, 2002 and June 30, 2001, the consolidated results of operations for the three months and nine month ended March 31, 2002 and 2001 and the consolidated statements of cash flows for the nine months ended March 31, 2002 and 2001. The results of operations for the nine months and three months ended March 31, 2002 are not necessarily indicative of the results to be expected for the entire fiscal year.

2. STOCKHOLDERS' EQUITY

- (a) During the three month period ended March 31, 2002, 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 released 598,865 shares from escrow for total proceeds of \$800,439 and granted 59,887 stock purchase warrants of which 54,787 are exercisable at a price of \$1.69 per share and 5,100 are exercisable at a price of \$1.30 per share.
 - (ii) Issued 1,370,000 shares on exercise of stock options for total proceeds of \$774,250.
 - (iii) Redeemed 124,800 preferred shares at a total cost to the Company of \$312,000.
 - (iv) Issued 450,000 shares to acquire proprietary rights valued at \$711,000.
- (b) Subsequent to March 31, 2002, the Company issued 135,000 shares on exercise of stock options for cash proceeds of \$56,500 and for consideration of services rendered valued at \$6,500.

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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 March 31, 2002, the Company has accrued an accumulated deficit of approximately \$10.8 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 the Company's annual Report on Form 10-KSB for the fiscal year ended June 30, 2001. During the current fiscal year, the Company has received aggregate net proceeds of \$954,582 from 4 Puts to Swartz of an aggregate of 740,975 shares.

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 Regulation D.

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.)

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- 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 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.

INTEGRAL TECHNOLOGIES, INC.

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: March 14, 2002