UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)
☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended May 31, 2025

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _______ to _______

Commission File No. 000-27688

SURGE COMPONENTS, INC.
(Exact name of registrant as specified in its charter)

Nevada	**11-2602030**
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
95 East Jefryn Boulevard Deer Park, New York	**11729**
(Address of principal executive offices)	(Zip Code)

(631) 595-1818
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☐	Accelerated Filer	☐
Non-accelerated Filer	☒	Smaller reporting company	☒
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

Securities registered pursuant to Section 12(b) of the Act: None

The registrant's common stock outstanding as of July 11, 2025, was 5,706,732 shares of common stock. The registrant's common stock trades on the OTC Markets under the stock symbol "SPRS."

SURGE COMPONENTS, INC

TABLE OF CONTENTS

PART I - FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Balance Sheets

	May 31, 2025 (unaudited)	November 30, 2024
ASSETS		
Current assets:		
Cash	$ 4,014,092	$ 5,627,693
Marketable Securities	8,799,630	7,108,979
Accounts receivable - net of allowance for credit losses of $99,751 and $80,297	6,091,306	5,960,418
Inventory, net	5,596,459	5,000,707
Prepaid expenses and income taxes	522,931	290,401
Total current assets	25,024,418	23,988,198
Fixed assets – net of accumulated depreciation and amortization of $1,863,235 and $1,828,156	189,705	110,727
Operating lease right of use asset	900,318	1,050,445
Deferred income taxes	245,846	260,856
Other assets	34,299	34,299
Total assets	$ 26,394,586	$ 25,444,525

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Balance Sheets
(Continued)

	May 31, 2025 (unaudited)	November 30, 2024
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 4,009,300	$ 3,344,952
Operating lease liabilities, current maturities	255,009	330,166
Accrued expenses and taxes	554,857	688,640
Accrued salaries	430,920	714,879
Total current liabilities	5,250,086	5,078,637
Operating lease liabilities net of current maturities	802,669	876,808
Total liabilities	6,052,755	5,955,445
Commitments and contingencies		
Shareholders' equity:		
Preferred stock - $.001 par value, 5,000,000 shares authorized:		
Series C–100,000 shares authorized, 10,000 and 10,000 shares issued and outstanding, redeemable, convertible, and a liquidation preference of $5 per share	10	10
Series D – 75,000 shares authorized, none issued or outstanding, voting, convertible, redeemable.		
Common stock - $.001 par value, 50,000,000 shares authorized, 5,706,732 and 5,582,783 shares issued and outstanding	5,705	5,581
Additional paid-in capital	18,362,943	17,725,520
Accumulated other comprehensive income – unrealized gain on marketable debt securities	127,714	85,330
Accumulated equity	1,845,459	1,672,639
Total shareholders' equity	20,341,831	19,489,080
Total liabilities and shareholders' equity	$ 26,394,586	$ 25,444,525

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Statements of Operations
(Unaudited)

	Six Months Ended May 31,		Three Months Ended May 31,	
	2025	2024	2025	2024
Net sales	$ 16,148,463	$ 14,398,701	$ 8,916,725	$ 7,344,995
Cost of goods sold	11,414,358	10,354,008	6,228,322	5,342,430
Gross profit	4,734,105	4,044,693	2,688,403	2,002,565
Operating expenses:				
Selling and shipping expenses	1,332,219	1,344,970	678,852	672,567
General and administrative expenses	3,308,703	2,636,944	1,929,441	1,200,040
Depreciation and amortization	35,079	34,768	19,462	17,384
Total operating expenses	4,676,001	4,016,682	2,627,755	1,889,991
Income before other income (expense) and income taxes	58,104	28,011	60,648	112,574
Other income (expense):				
Investment income	183,330	153,180	58,364	128,708
Interest expense	-	-	-	-
Other income (expense)	183,330	153,180	58,364	128,708
Income before income taxes	241,434	181,191	119,012	241,282
Income taxes	66,114	55,253	1,048	43,342
Net income	175,320	125,938	117,964	197,940
Dividends on preferred stock	2,500	2,500	-	-
Net income available to common shareholders	$ 172,820	$ 123,438	$ 117,964	$ 197,940
Net income per share available to common shareholders:				
Basic	$ .03	$ .02	$ .02	$ .04
Diluted	$ .03	$ .02	$ .02	$ .03
Weighted Shares Outstanding:				
Basic	5,616,388	5,579,115	5,649,263	5,580,517
Diluted	5,721,324	5,762,670	5,754,199	5,764,072

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Statements of Comprehensive Income
(Unaudited)

	Six Months Ended May 31,		Three Months Ended May 31,	
	2025	**2024**	**2025**	**2024**
Net Income	175,320	125,938	117,964	197,940
Other comprehensive income:	-	-	-	-
Unrealized gain (loss) on marketable debt securities net of tax	42,384	37,648	(2,428)	(7,062)
Net comprehensive income	$ 217,704	$ 163,586	$ 115,536	$ 190,878

See notes to Consolidated financial statements

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Statements of Changes in Shareholders' Equity-unaudited
Six months ended May 31, 2024 and May 31, 2025

	Series C Preferred		Common		Additional Paid-In	Other Comprehensive	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Income	Equity	Total
Balance – December 1, 2023	10,000	$ 10	5,577,698	$ 5,576	$17,710,525	$ 828	$ 851,962	$18,568,901
Preferred stock dividends	-	-	-	-	-	-	(2,500)	(2,500)
Issuance of shares as compensation	-	-	5,085	5	14,995	-	-	15,000
Change in unrealized gain on marketable securities						37,648		37,648
Stock option exercise	-	-	-	-	-	-	-	-
Net income	-	-	-	-	-	-	125,938	125,938
Balance – May 31, 2024	10,000	$ 10	5,582,783	$ 5,581	$17,725,520	$ 38,476	$ 975,400	$18,744,987

	Series C Preferred		Common		Additional Paid -In	Other Comprehensive	Accumulated	
	Shares	Amount	Shares	Amount	Capital	Income	Equity	Total
Balance – December 1, 2024	10,000	$ 10	5,582,783	$ 5,581	$17,725,520	$ 85,330	$ 1,672,639	$19,489,080
Preferred stock dividends	-	-	-	-	-	-	(2,500)	(2,500)
Stock options awarded					499,547			499,547
Issuance of shares as compensation	-	-	14,659	15	32,235	-	-	32,250
Change in unrealized gain on marketable securities						42,384		42,384
Stock option exercise	-	-	109,290	109	105,641	-	-	105,750
Net Income	-	-	-	-	-	-	175,320	175,320
Balance – May 31, 2025	10,000	$ 10	5,706,732	$ 5,705	$18,362,943	$ 127,714	$ 1,845,459	$20,341,831

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
(Unaudited)

	Six Months Ended	
	May 31, 2025	**May 31, 2024**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 175,320	$ 125,938
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	35,079	34,768
Gain on marketable securities	42,384	-
Deferred income taxes	15,010	19,024
Allowance for credit losses	19,454	956
Stock Compensation Expense	531,797	15,000
CHANGES IN OPERATING ASSETS AND LIABILITIES:		
Accounts receivable	(150,342)	534,601
Inventory	(595,752)	379,000
Prepaid expenses and income taxes	(232,530)	49,285
Other assets	831	11,975
Accounts payable	664,348	892,464
Accrued expenses	(420,242)	(469,499)
NET CASH FLOWS PROVIDED BY OPERATING ACTIVITIES	85,357	1,593,512
CASH FLOWS FROM INVESTING ACTIVITIES:		
Acquisition of fixed assets	$ (114,057)	$ -
Acquisition of marketable securities	(2,320,651)	(4,335,629)
Proceeds from the sale of marketable securities	630,000	810,000
NET CASH FLOWS USED IN INVESTING ACTIVITIES	$ (1,804,708)	$ (3,525,629)

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Consolidated Statements of Cash Flows
(Unaudited)
(Continued)

	Six Months Ended	
	May 31, 2025	**May 31, 2024**
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	$ 105,750	$ -
NET CASH FLOWS FROM FINANCING ACTIVITIES	$ 105,750	-
NET CHANGE IN CASH	(1,613,601)	(1,932,117)
CASH AT BEGINNING OF PERIOD	5,627,693	7,634,799
CASH AT END OF PERIOD	$ 4,014,092	$ 5,702,682
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:		
Income taxes paid	$ 271,972	$ 233,944
Interest paid	$ -	$ -
NONCASH INVESTING AND FINANCING ACTIVITIES:		
Accrued dividends on preferred stock	$ 2,500	$ 2,500

See notes to consolidated financial statements.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE A – ORGANIZATION, DESCRIPTION OF COMPANY'S BUSINESS AND BASIS OF PRESENTATION

Surge Components, Inc. ("Surge") was incorporated in the State of New York and commenced operations on November 24, 1981 as an importer of electronic products, primarily capacitors and discrete semi-conductors selling to customers located principally throughout North America. On June 24, 1988, Surge formed Challenge/Surge Inc. ("Challenge"), a wholly-owned subsidiary to engage in the sale of electronic component products and sounding devices from established brand manufacturers to customers located principally throughout North America.

In May 2002, Surge and an officer of Surge founded and became sole owners of Surge Components, Limited ("Surge Limited"), a Hong Kong corporation. Under current Hong Kong law, Surge Limited is required to have at least two shareholders. Surge owns 999 shares of the outstanding common stock and the officer of Surge owns 1 share of the outstanding common stock. The officer of Surge has assigned his rights regarding his 1 share to Surge. Surge Limited started doing business in July 2002. Surge Limited operations have been consolidated with the Company. Surge Limited is responsible for the sale of Surge's products to customers located in Asia.

On August 31, 2010, the Company changed its corporate domicile by merging into a newly-formed corporation, Surge Components, Inc. (Nevada), which was formed in the State of Nevada for that purpose. Surge Components Inc. is the surviving entity.

In February 2019, the Company converted into a Delaware corporation. The number of authorized shares of common stock was decreased to 50,000,000 shares.

In December 2021, the Company changed its corporate domicile to Nevada.

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(1) Principles of Consolidation:

The consolidated financial statements include the accounts of Surge, Challenge, and Surge Limited (collectively the "Company"). All material intercompany balances and transactions have been eliminated in consolidation.

The accompanying interim consolidated financial statements have been prepared without audit in accordance with the instructions to Form 10Q for interim financial reporting and the rules and regulations of the Securities and Exchange Commissions. In the opinion of management, all adjustments are of a normal recurring nature and all disclosures necessary for a fair presentation of these financial statements have been included. The results and trends in these interim consolidated financial statements for the six months ended May 31, 2025 and May 31, 2024 may not be representative of those for the full fiscal year or any future periods.

(2) Accounts Receivable:

Trade accounts receivable are recorded at the net invoice value net of the allowance for credit losses in the consolidated balance sheet and are not interest bearing. The Company considers receivables past due based on the payment terms. The Company reviews its exposure to accounts receivable and reserves specific amounts if collectability is no longer reasonably assured. The Company also reserves a percentage of its trade receivable balance based on collection history and current economic trends that might impact the level of future credit losses. The Company re-evaluates such reserves on a regular basis and adjusts its reserves as needed. Based on the Company's operating history and customer base, bad debts to date have not been material. Payment terms vary from customer to customer and range from 15 days to 120 days.

(3) Revenue Recognition:

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") No. 2014-09, "Revenue from Contracts with Customers: Topic 606." This ASU replaces nearly all existing U.S. generally accepted accounting principles guidance on revenue recognition. The standard prescribes a five-step model for recognizing revenue, the application of which will require significant judgment by the Company. The Company adopted the standard using the modified retrospective approach in its fiscal year beginning December 1, 2017. The preponderance of the Company's contracts with customers are standard ship and bill arrangements where revenue is recognized at the time of shipment.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(3) Revenue Recognition (continued):

Revenue is recognized for products sold by the Company when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed and determinable, collectability is reasonably assured and title and risk of loss have been transferred to the customer. This occurs when product is shipped from the Company's warehouse.

For direct shipments, revenue is recognized when product is shipped from the Company's supplier. The Company has a long term supply agreement with one of our suppliers. The Company purchases the merchandise from the supplier and has the supplier directly ship to the customer through a freight forwarder. Title passes to customer upon the merchandise being received by a freight forwarder. Direct shipments were approximately $2,639,000 and $2,934,000 for the six months ended May 31, 2025 and May 31, 2024 respectively.

The Company also acts as a sales agent to certain customers in North America for one of its suppliers. The Company reports these commissions as revenues in the period earned. Commission revenue totaled $203,019 and $37,683 for the six months ended May 31, 2025 and May 31, 2024 respectively.

The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses.

The Company and its subsidiaries currently have agreements with several distributors. There are no provisions for the granting of price concessions in any of the agreements. Revenues under these distribution agreements were approximately $2,797,000 and $2,457,000 for the six months ended May 31, 2025 and May 31, 2024 respectively.

(4) Inventories:

Inventories, which consist solely of products held for resale, are stated at the lower of cost (first-in, first-out method) or net realizable value. Products are included in inventory when the Company obtains title and risk of loss on the products, primarily when shipped from the supplier. Inventory in transit principally from foreign suppliers at May 31, 2025 was $657,218. The Company, at May 31, 2025 has a reserve against slow moving and obsolete inventory of $415,054. From time to time the Company's products are subject to legislation from various authorities on environmental matters.

(5) Depreciation and Amortization:

Fixed assets are recorded at cost. Depreciation is generally calculated on a straight line method and amortization of leasehold improvements is provided for on the straight-line method over the estimated useful lives of the various assets as follows:

Furniture, fixtures and equipment	5 - 7 years
Computer equipment	5 years
Leasehold Improvements	Estimated useful life or lease term, whichever is shorter

Maintenance and repairs are expensed as incurred while renewals and betterments are capitalized.

(6) Concentration of Credit Risk:

Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of accounts receivable. The Company maintains substantially all of its cash balances in a limited number of financial institutions. At May 31, 2025 and November 30, 2024, the Company's uninsured cash balances and marketable securities totaled $2,949,599 and $4,563,198, respectively. The decrease in cash balances is due to a decrease in cash generated from the Company's operations and the purchase of additional marketable securities.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(7) Income Taxes:

The Company's deferred income taxes arise primarily from the differences in the recording of allowances for bad debts, inventory reserves, depreciation and other expenses for financial reporting and income tax purposes. A valuation allowance is provided when it has been determined to be more likely than not that the likelihood of the realization of deferred tax assets will not be realized. See Note H.

The Company follows the provisions of the Accounting Standards Codification topic, ASC 740, "Income Taxes" (ASC 740). There have been no unrecognized tax benefits and, accordingly, there has been no effect on the Company's financial condition or results of operations as a result of ASC 740.

The Company files income tax returns in the U.S. federal jurisdiction and various state and foreign jurisdictions. The Company is no longer subject to U.S. federal tax examinations for years before fiscal years ending November 30, 2020, and state tax examinations for years before fiscal years ending November 30, 2019. Management does not believe there will be any material changes in our unrecognized tax positions over the next twelve months.

The Company's policy is to recognize interest and penalties accrued on any unrecognized tax benefits as a component of income tax expense. As of the date of adoption of ASC 740, there was no accrued interest or penalties associated with any unrecognized benefits, nor was any interest expense recognized during the six months ended May 31, 2025 and May 31, 2024.

(8) Cash Equivalents:

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents.

(9) Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

(10) Marketing and promotional costs:

Marketing and promotional costs are expensed as incurred and have not been material to date. The Company has contractual arrangements with several of its distributors which provide for cooperative advertising rights to the distributor as a percentage of sales. Cooperative advertising is reflected as a reduction in revenues and has not been material to date.

(11) Fair Value of Financial Instruments:

The carrying amount of cash balances, accounts receivable, accounts payable and accrued expenses approximate their fair value based on the nature of those items. Estimated fair values of financial instruments are determined using available market information and appropriate valuation methodologies. Considerable judgment is required to interpret the market data used to develop the estimates of fair value, and accordingly, the estimates are not necessarily indicative of the amounts that could be realized in a current market exchange.

(12) Marketable securities and other investments

Our marketable securities are stated at fair value in accordance with ASC Topic 321, *Investments- Equity Securities*. Any changes in the fair value of the Company's marketable debt securities are included in the statement of other comprehensive income. The market value of the securities is determined using prices as reflected on an established market. Realized and unrealized gains and losses are determined on an average cost basis. The marketable securities are investments predominately in Treasury bills and treasury notes which are being invested until such time the funds are needed for operations and reflected as available for sale debt securities.

The value of these marketable securities at May 31, 2025 and November 30, 2024 is as follows:

	May 31, 2025	November 30, 2024
Cost	$ 8,671,916	$ 7,023,649
Gross unrealized gain	128,735	89,701
Gross unrealized loss	(1,021)	(4,371)
Fair value	$ 8,799,630	$ 7,108,979

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE B – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

(13) Shipping Costs

The Company classifies shipping costs as a component of selling expenses. Shipping costs totaled $902 and $898 for six months ended May 31, 2025 and May 31, 2024 respectively.

(14) Earnings Per Share

Basic earnings per share includes no dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. The difference between reported basic and diluted weighted-average common shares results from the assumption that all dilutive stock options and convertible preferred stock exercised into common stock. Total potentially dilutive shares excluded from diluted weighted shares outstanding at May 31, 2025 and May 31, 2024 totaled 670,064 and 276,445, respectively.

(15) Stock Based Compensation

Stock Based Compensation to Employees

The Company accounts for its stock-based compensation for employees in accordance with Accounting Standards Codification (“ASC”) 718. The Company recognizes in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees and non-employees over the related vesting period.

Stock Based Compensation to Other than Employees

The Company accounts for equity instruments issued in exchange for the receipt of goods or services from other than employees in accordance with ASC 718. Costs are measured at the estimated fair market value of the consideration received or the estimated fair value of the equity instruments issued, whichever is more reliably determinable. The value of equity instruments issued for consideration other than employee services is determined on the earlier of a performance commitment or completion of performance by the provider of goods or services. In the case of equity instruments issued to consultants, the fair value of the equity instrument is recognized over the term of the consulting agreement.

(16) Leases:

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (“Topic 842”). Topic 842 requires the entity to recognize the assets and liabilities for the rights and obligations created by leased assets. Leases will be classified as either finance or operating, with classification affecting expense recognition in the income statement.

On December 1, 2019, the Company adopted Topic 842 applying the optional transition method, which allows an entity to apply the new standard at the adoption date with a cumulative effect adjustment to the opening balance of retained earnings in the period of adoption. As a result of adopting Topic 842, the Company recognized assets and liabilities for the rights and obligations created by operating leases totaling approximately $290,000.

The Company determines if a contract contains a lease at inception based on whether it conveys the right to control the use of an identified asset. Substantially all of the Company’s leases are classified as operating leases. The Company records operating lease right-of-use assets within “Other assets” and lease liabilities are recorded within “current and noncurrent liabilities” in the consolidated balance sheets. Lease expenses are recorded within “General and administrative expenses” in the consolidated statements of operations. Operating lease payments are presented within “Operating cash flows” in the consolidated statements of cash flows.

Operating lease right-of-use assets and lease liabilities are recognized based on the net present value of future minimum lease payments over the lease term starting on the commencement date. The Company generally is not able to determine the rate implicit in its leases and, as such, applies an incremental borrowing rate based on the Company’s cost of borrowing for the relevant terms of each lease. Lease expense for minimum lease payments is recognized on a straight-line basis over the lease term. Lease terms may include an option to extend or terminate a lease if it is reasonably certain that the Company will exercise such options. The Company has elected the practical expedient to not separate lease components from non-lease components, and also has elected not to record a right-of-use asset or lease liability for leases which, at inception, have a term of twelve months or less. Variable lease payments are recognized in the period in which the obligation for those payments is incurred.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE C – FIXED ASSETS

Fixed assets consist of the following:

	May 31, 2025	November 30, 2024
Furniture and Fixtures	$ 329,186	$ 329,186
Leasehold Improvements	1,142,385	1,078,985
Computer Equipment	581,369	530,712
Less-Accumulated Depreciation	(1,863,235)	(1,828,156)
Net Fixed Assets	$ 189,705	$ 110,727

Depreciation and amortization expense for the six months ended May 31, 2025 and May 31, 2024 was $35,079 and $34,768, respectively.

NOTE D – LOANS PAYABLE

In February 2017, the Company obtained a line of credit with a bank for up to $3,000,000 (the “Credit Line”). Borrowings under the Credit Line are due upon demand and accrue interest at the greater of the prime rate or the LIBOR rate plus two percent (and may be increased by three percent in the event the Company fails to (i) repay all amounts due on the Credit Line upon demand or (ii) comply with any terms or conditions relating to the Credit Line). The Credit Line is collateralized by substantially all the assets of the Company. As of May 31, 2025, the balance on the Credit Line was $0. As of May 31, 2025, the Company was in compliance with the covenant for the debt service coverage ratio for the Credit Line. Effective July 1, 2023, the use of the LIBOR rate was discontinued and replaced with the secured overnight financing rate (SOFR).

NOTE E – ACCRUED EXPENSES

Accrued expenses consist of the following:

	May 31, 2025	November 30, 2024
Commissions	$ 206,885	$ 242,515
Preferred stock dividends	174,069	171,569
Other accrued expenses	173,903	274,556
	$ 554,857	$ 688,640

NOTE F – RETIREMENT PLAN

In June 1997, the Company adopted a qualified 401(k) retirement plan for all full-time employees who are twenty-one years of age and have completed twelve months of service. The plan allows total employee contributions of up to fifteen percent (15%) of the eligible employee’s salary through salary reduction. The Company makes a matching contribution of twenty percent (20%) of each employee’s contribution for each dollar of employee deferral up to five percent (5%) of the employee’s salary. Net assets for the plan, as estimated by Axa Equitable, Inc., which maintains the plan’s records, were approximately $2,147,000 at November 30, 2024. Pension expense for the six months ended May 31, 2025 and May 31, 2024 was $28,935 and $20,854, respectively.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE G – SHAREHOLDERS' EQUITY

[1] Preferred Stock:

In February 1996, the Company amended its Certificate of Incorporation to authorize the issuance of 1,000,000 shares of preferred stock in one or more series. In August 2010, the number of preferred shares authorized for issuance was increased to 5,000,000 shares.

In November 2000, the Company authorized 100,000 shares of preferred stock as Non-Voting Redeemable Convertible Series C Preferred Stock ("Series C Preferred"). Each share of Series C Preferred is automatically convertible into 10 shares of our common stock upon shareholder approval. If the Series C Preferred were converted into common stock on or before April 15, 2001, these shares were entitled to cumulative dividends at the rate of $.50 per share per annum commencing April 15, 2001 payable on June 30 and December 31 of each year. In November 2000, 70,000 shares of the Series C Preferred were issued in payment of financial consulting services to its investment banker and a shareholder of the Company.

Dividends aggregating $174,069 have not been paid for the semi-annual periods ended December 31, 2001 through the semi-annual payment due December 31, 2024. The Company has accrued these dividends. At May 31, 2025 there are 10,000 shares of Series C Preferred issued and outstanding.

In October 2016, the Company authorized 75,000 shares of preferred stock as Voting Non-Redeemable Convertible Series D Preferred Stock ("Series D Preferred"). None of the Series D Preferred Stock is outstanding as of May 31, 2024.

[2] Incentive Stock Plans

In November 2015, the Company adopted and the shareholders ratified, the 2015 Incentive Stock Plan ("2015 Stock Plan"). The 2015 Stock Plan provides for the grant of options to officers, employees, directors or consultants to the Company to purchase an aggregate of 1,500,000 common shares.

In April 2021, a total of 26,786 shares were issued to the Company's officers as a part of their 2021 bonus compensation under the 2015 stock plan. The Company recorded a cost of $75,000 relating to the issuance of these shares in the second quarter of 2021.

In March 2022, a total of 26,000 shares were issued to the Company's officers as part of their bonus compensation under the 2015 stock plan. The Company recorded a cost of $97,500 relating to the issuance of these shares in the second quarter of 2022.

In March 2022, the Company granted stock options to (a) four non-employee directors to each purchase 20,000 shares of common stock, (b) one non-employee-director to purchase 30,000 shares of common stock, and (c) two Company officers to each purchase 40,000 shares of common stock at an exercise price of $3.55 per share, the market price of the common stock on the date of the grant. These options vest immediately and expire five years from the grant date. The Company recorded a cost of $492,132 related to the granting of these options.

In April 2023, a total of 28,179 shares were issued to the Company's officers as part of their bonus compensation under the 2015 stock plan. The Company recorded a cost of $97,500 relating to the issuance of these shares in the second quarter of 2023.

In April 2024, a total of 5,085 shares were issued to one of the Company's officers as part of their bonus compensation under the 2015 stock plan. The Company recorded a cost of $15,000 relating to the issuance of these shares in the second quarter of 2024.

In November 2024, the Company adopted and its shareholders ratified, the 2024 Incentive Stock Plan ("2024 Stock Plan"). The 2024 Stock Plan provides for the grant of options and stock grants to officers, employees, directors or consultants to the Company in the aggregate amount of up to 1,000,000 common shares. No grants were made under the 2024 Plan in 2024 or in the first quarter ended February 28, 2025.

In April 2025, a total of 14,659 shares were issued to one of the Company's officers as part of his bonus compensation under the 2015 stock plan. The Company recorded a cost of $32,250 relating to the issuance of these shares in the second quarter ended May 31, 2025.

In May 2025, the Company granted stock options from the 2024 Incentive Stock Plan to (a) four non-employee directors to each purchase 30,000 shares of common stock, at an exercise price of $2.20 per share, the closing market price of the common stock on the date of the grant which vest immediately and expire five years from the grant date; (b) two Company officers to each purchase 50,000 shares of common stock, at an exercise price of $2.41 per share, one hundred and ten percent of the market price of the common stock on the date of the grant: (c) seventeen employees to purchase 285,000 shares of the Company's common stock at an exercise price of $2.20, the closing market price of the common stock on the date of the grant A total of 160,000 of these options vest immediately, 115,000 options will vest over a two year period and 10,000 options vest over a three year period and all options discussed herein will expire in five years from the date of grant. The Company recorded a cost of $499,547 related to the granting of these options in the second quarter of 2025.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE G – SHAREHOLDERS' EQUITY (Continued)

[2] Incentive Stock Plans (continued)

Activity in the Company's stock plans for the period ended May 31, 2025 is summarized as follows:

	Shares	Weighted Average Exercise Price
Options outstanding December 1, 2024	340,000	$ 2.59
Options issued in the six months ended May 31, 2025	505,000	$ 2.24
Options exercised in the six months ended May 31, 2025	(155,000)	$ 1.41
Options cancelled in the six months ended May 31, 2025	(15,000)	$ 1.41
Options outstanding at May 31, 2025	675,000	$ 2.57
Options exercisable at May 31, 2025	550,000	$ 2.66

The intrinsic value of the exercisable options at May 31, 2025 totaled $0. At May 31, 2025 the weighted average remaining life of the stock options is 4.17 years. At May 31, 2025 there was no unrecognized compensation cost related to the stock options granted under the plan.

[3] Compensation of Directors

Compensation for each non-employee director is $3,000 per month (and $4,000 per month for a non-employee director that serves as the chairman of more than two committees of the Board of Directors).

NOTE H – INCOME TAXES

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes using the enacted tax rates in effect in the years in which the differences are expected to reverse.

The Company's deferred income taxes are comprised of the following:

	May 31, 2025	November 30, 2024
Deferred Tax Assets		
Depreciation	$ 46,533	$ 43,847
Allowance for bad debts	22,115	17,493
Inventory	84,450	84,450
Facilities rental	40,591	39,668
Other	52,157	75,398
Total deferred tax assets	245,846	260,856
Valuation allowance	-	-
Deferred Tax Assets	$ 245,846	$ 260,856

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE H – INCOME TAXES (Continued)

A valuation allowance for the deferred tax assets relates principally to the uncertainty of the utilization of deferred tax assets and was calculated in accordance with the provisions of ASC 740, which requires that a valuation allowance be established or maintained when it is "more likely than not" that all or a portion of deferred tax assets will not be realized.

The Company's income tax expense consists of the following:

	Six Months Ended	
	May 31, 2025	May 31, 2024
Current:		
Federal	$ 36,794	$ 18,976
States	14,310	17,253
	51,104	36,229
Deferred:		
Federal	10,807	-
States	4,203	19,024
	15,010	19,024
Provision for income taxes	$ 66,114	$ 55,253

The Company files a consolidated income tax return with its wholly-owned subsidiaries. A reconciliation of the difference between the expected income tax rate using the statutory federal tax rate and the Company's effective rate is as follows:

	Six Months Ended	
	May 31, 2025	May 31, 2024
U.S Federal Income tax statutory rate	21%	21%
State income taxes	5%	5%
Other-primarily state franchise taxes	1%	4%
Effective tax rate	27%	30%

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE I – OPERATING LEASE COMMITMENTS

The Company leases its office and warehouse space through 2030 from a corporation that is partly owned by officers/shareholders of the Company ("Related Company"). Annual minimum rental payments to the Related Company approximated $194,000 for the six months ended May 31, 2025, and increase at the rate of two per cent per annum throughout the lease term.

Pursuant to the lease, rent expense charged to operations differs from rent paid because of scheduled rent increases. Accordingly, the Company has recorded deferred rent. Rent expense is calculated by allocating to rental payments, including those attributable to scheduled rent increases, on a straight line basis, over the lease term.

The Company has a lease to rent office space and a warehouse in Hong Kong through June 2025. Annual minimum rental payments for this space are approximately $73,580.

The Company has a lease to rent additional warehouse space in Hong Kong through November 30, 2025. Annual minimum rental payments for this space are approximately $76,170.

The Company's future minimum rental commitments at May 31, 2025 are as follows:

Twelve Months Ended May 31,

2026	$ 255,009
2027	216,718
2028	221,054
2029	225,474
2030	75,652
2031 and after	-
	$ 993,907

Net rental expense for the six months ended May 31, 2025 and May 31, 2024 were $219,035 and $234,522 respectively, of which $143,126 and $141,112 respectively, was paid to the Related Company.

The remaining weighted average lease term is 4.50 years at May 31, 2025. The weighted average discount rate is 5.25 % at May 31, 2025.

NOTE J – EMPLOYMENT AND OTHER AGREEMENTS

In February 2016, the Company entered into revised employment agreements with two officers of the Company. Pursuant to these agreements, the base salary for one officer is $275,000 and the base salary for the other officer is $225,000. The agreements remain effective until terminated by either party. In April 2021, the Company amended the base salaries under the employment agreements to $300,000 for one officer and $250,000 for the other officer. In April 2024, the Company further amended the employment agreements for Ira Levy and Steven Lubman to increase the base salary to $330,000 and $275,000, respectively.

The Company's compensation committee may award these officers with bonuses and will review the base salary amounts for each of the officers on an annual basis to determine if any changes to the base salary amounts need to be made and may also award these officers with annual bonuses. Pursuant to the employment agreements, the officers are prohibited from engaging in activities which are competitive with those of the Company during their employment with the Company and for one year following termination. If the agreement is terminated other than for cause, the officer would be entitled to all base salary earned through the date of termination, accrued but unused vacation, all vested equity, and bonus amounts payable to the officer through the date of termination. The officers would also be entitled to receive an additional thirty-six months of annual compensation equal to the average of his base salary and bonus for the three calendar years prior to the date of termination, payable in accordance with the Company's regular payroll practice over a 52-week period.

SURGE COMPONENTS, INC. AND SUBSIDIARIES

Notes to Consolidated Financial Statements

NOTE K – MAJOR CUSTOMERS

The Company had three customers who respectively accounted for 19%, 10% and 11% of net sales for the six months ended May 31, 2025 and two customers who accounted for 17% and 13% of net sales for the six months ended May 31, 2024. The Company had two customers who accounted for 30% and 12% of accounts receivable at May 31, 2025 and two customer who accounted for 24% and 15% of accounts receivable at May 31, 2024.

NOTE L – MAJOR SUPPLIERS

During the six months ended May 31, 2025 and May 31, 2024 there was one foreign supplier accounting for 29% and 30% of total inventory purchased.

The Company purchases substantially all of its products overseas. For the six months ended May 31, 2025, the Company purchased 32% of its products from Taiwan, 21% from Hong Kong, 43% from elsewhere in Asia and less than 1% overseas outside of Asia. The Company purchases the balance of its products in the United States.

NOTE M – EXPORT SALES

The Company's export sales were as follows:

	Six Months Ended	
	May 31, 2025	**May 31, 2024**
Canada	1,960,019	1,679,382
China	4,682,173	2,555,586
Other Asian Countries	348,947	408,069
South America	49,600	57,700
Europe	982,285	516,089

Revenues are attributed to countries based on location of customer.

NOTE N - RECENT LEGISLATION

On July 4, 2025, the "One Big Beautiful Bill" was signed into law, which includes significant changes to federal tax law and other regulatory provisions that may impact the Company. The Company is currently evaluating the provisions of the new law and the potential effects on its financial position, results of operations, and cash flows. As of the date of these financial statements, the Company has not completed its assessment, and therefore no adjustments have been made. Additional disclosures will be provided in future periods as the impact of the legislation is determined.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

This report contains forward-looking statements. All statements other than statements of historical facts contained herein, including statements regarding our future results of operations and financial position, business strategy and plans and objectives of management for future operations, are forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Furthermore, we cannot at this time assess the affect that the global outbreak of the novel Coronavirus may have on the Company.

In some cases, forward-looking statements can be identified by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "target," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other similar words. These statements are only predictions. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our business, financial condition and results of operations. We discuss many of the risks in greater detail under the heading "Risk Factors" in our most recent Annual Report on Form 10-K. Also, these forward-looking statements represent our estimates and assumptions only as of the date of the filing of this report. Except as required by law, we assume no obligation to update any forward-looking statements after the date of the filing of this report.

Overview

The Company operates with two sales groups, Surge Components ("Surge") and Challenge Electronics ("Challenge"). Surge is a supplier of electronic products and components. These products include capacitors, which are electrical energy storage devices, and discrete semiconductor components, such as rectifiers, transistors and diodes, which are single function low power semiconductor products that are packaged alone as compared to integrated circuits such as microprocessors. The products sold by Surge are typically utilized in the electronic circuitry of diverse products, including, but not limited to, automobiles, audio products, temperature control products, lighting products, energy related products, computer related products, various types of consumer products, garage door openers, household appliances, power supplies and security equipment. These products are sold to both original equipment manufacturers, commonly referred to as OEMs, who incorporate them into their products, and to distributors of the lines of products we sell, who resell these products within their customer base. These products are manufactured predominantly in Asia by approximately sixteen independent manufacturers. We act as the master distribution agent utilizing independent sales representative organizations in North America to sell and market the products for one such manufacturer pursuant to a written agreement. When we act as a sales agent, our supplier who sold the product to the customer that we introduced to our supplier pays us a commission. The amount of the commission is determined on a sale by sale basis depending on the profit margin of the product. Commission revenue totaled $203,019 and $37,683 for the six months ended May 31, 2025 and May 31, 2024 respectively.

Challenge is engaged in the sale of electronic components. In 1999, Challenge began as a division to sell audible components. We have been able to increase the types of products that we sell because some of our suppliers introduced new products, and we also located other products from new suppliers. Our core products include buzzers, speakers, microphones, resonators, alarms, chimes, filters, and discriminators. We now also work with our suppliers to have our suppliers customize many of the products we sell for many customers through the customers' own designs and those that we work with our suppliers to have our suppliers redesign for them at our suppliers' factories. We have engineers on our staff who work with our suppliers on such redesigns and assists with the introduction of new product lines. We are continually looking to expand the line of products that we sell. We sell these products through independent representatives that earn a commission on the products we sell. We are also working with local, regional, and national distributors to sell these products to local accounts in every state. Challenge also at times handles the brokering of certain products, helping its customers find parts that regular suppliers can't deliver.

The Company has a Hong Kong office to effectively handle the transfer business from United States customers purchasing and manufacturing in Asia after designing the products in the United States. This office has strengthened the Company's global position, improving our capabilities and service to our customer base.

The world of business continues to change. Customers continue to centralize purchasing from regional purchasing and are stretching their payment terms. These changes also include customers moving their manufacturing operations from North America to Asia, and the trend of globalization. Some of our customers have been involved in mergers and acquisitions, causing consolidation. This trend makes business more complicated and costly for the Company. The Company must have a presence in Asia to service and further develop the business. For these reasons, we established Surge Ltd., our Hong Kong subsidiary. Currency fluctuations may also have an effect on doing business outside of North America. Customers have moved to reduce their supply chain, which could adversely affect the Company. In some market segments, demand for electronic components has decreased, and in other segments, the demand is still strong. Some technologies have become obsolete, while customers develop new products using different kinds of components. One division in the Company has had success in designing new products for customers to better their products performance capabilities. This proactive approach separates the Company from selling commodity products to also selling more customized products. Management expects 2025 to continue to be a period of continued challenge, in regard to inflation and general economic conditions, in maintaining consistent flow of products during shortages of certain products, and growth, as we see our customers change their manufacturing and buying practices. These challenges could affect the Company in negative ways, possibly reducing sales and or profitability. Because of a labor shortage, our customers, engineering staff has been challenged, so getting our products approved has been and will continue to take longer to achieve. Additionally, as costs of raw materials continues to increase, our costs have increased. In order for the Company to continue to grow, we will depend on, among other things, the continued growth of the electronics and semiconductor industries, our ability to withstand intense price competition, our ability to obtain new customers, our ability to retain and attract good sales and other key personnel in order to expand our marketing capabilities, our ability to secure adequate sources of products, which are in demand on commercially reasonable terms, our success in executing and managing growth, including monitoring an expanded level of operations and systems, controlling costs, the availability of adequate cash flow, the continued supply of products from our factories, the ability to withstand higher transportation costs and longer travel times. The ongoing imposition of tariffs by the United States on goods continue to impact the Company and could continue to impact the Company more significantly in the future. The Company's cost of goods could be increased which could impact the Company's manufacturing costs and subsequently the price of goods sold to customers. The Company expects to pass on the costs of tariffs to customers manufacturing in America. The Company does not expect any impact from tariffs on availability of products or the supply chain for the Company's products. The imposition of tariffs could also cause inflationary pressures on some of the Company's customers which could cause such customers to scale back on the purchases of the Company's products. To mitigate the impacts from tariffs, the Company has taken two measures. First, for many of the Company's customers that the Company sells directly to manufacturing in Mexico, the Company has changed such incoterms to FCA Hong Kong. As such, the customer assumes full responsibility for transportation to North America and duty drawback in Mexico. Second, for the Company's distribution channel partners and for many of their customers in Mexico, the Company will import the goods to the United States and deliver them to the distributor's bonded warehouse which would likely avoid potential tariffs. Supply chain challenges can present both a challenge and opportunity to the Company. The Company is cautiously optimistic about its ability to meet the challenges with continued growth unless the general global or electronics industry economic conditions deteriorate. The potential opportunities that supply chain problems present is that the Company's lead time for customers delivery is frequently shorter than our competitors lead time. This could attract customers to the Company to help keep their production lines up and running. The financial media recently had emphasized a reduce overall in consumer demand which could negatively impact the demand for the Company's products because our customers are also producing less of their products. As such, these economic conditions and perceptions of a slowing economy could have a negative impact on sales into 2026. The combination of possible increased costs and longer lead times from factories to the Company could also have negative impacts on the business in the future. The tense relations between America and China could also impact the Company's business. China could impose rules and laws that make it more difficult to do business in Hong Kong and China. The Company is taking steps to be well prepared in case of any actions from China that would cause us business disruption. For example, many of the Company's factory partners have opened production facilities outside of China.

Critical Accounting Policies

Accounts Receivable

The allowance for doubtful accounts is based on the Company's assessment of the collectability of specific customer accounts and an assessment of international, political and economic risk as well as the aging of the accounts receivable. If there is a change in actual defaults from the Company's historical experience, the Company's estimates of recoverability of amounts due could be affected and the Company would adjust the allowance accordingly.

Revenue Recognition

Revenue is recognized when persuasive evidence of an arrangement exists, delivery has occurred, the price is fixed and determinable, collectability is reasonably assured and title and risk of loss have been transferred to the customer. This occurs when product is shipped from the Company's warehouse. For direct shipments from our suppliers to our customer, revenue is recognized when product is shipped from the Company's supplier. The Company acts as a sales agent for certain customers buying direct from one of its suppliers. The Company reports these commissions as revenues in the period earned.

The Company performs ongoing credit evaluations of its customers and maintains reserves for potential credit losses.

Inventory Valuation

Inventories are recorded at the lower of cost or net realizable value. Write-downs of inventories to net realizable value are based on stock rotation, historical sales requirements and obsolescence as well as in the changes in the backlog. Reserves required for obsolescence were not material in any of the periods in the financial statements presented. Reserves related to stock rotation and future sales requirements for specific inventory parts involve subjective estimates to be made by management based on current and expected market conditions. If market conditions are less favorable than those projected by management, additional write-downs of inventories could be required. For example, each additional 1% of obsolete inventory would reduce operating income by approximately $60,000.

The Company does not have price protection agreements with any of its vendors and assumes the risk of changes in the prices of its products. The Company does not believe there to be a significant risk with regards to the lack of price protection agreements as many of its inventory items are purchased to fulfill purchase orders received.

Income Taxes

We have made a number of estimates and assumptions relating to the reporting of a deferred income tax asset to prepare our financial statements in accordance with generally accepted accounting principles. These estimates may have a significant impact on our valuation allowance relating to deferred income taxes. Our estimates could materially impact the financial statements.

Results of Operations

Consolidated net sales for the six months ended May 31, 2025 increased by $1,749,762 or 12.2%, to $16,148,463 as compared to net sales of $14,398,701 for the six months ended May 31, 2024. Consolidated net sales for the three months ended May 31, 2025 increased by $1,571,730 or 21.4%, to $8,916,725 as compared to net sales of $7,344,995 for the three months ended May 31, 2024. We attribute the increase to an increase in business with new customers as well as an increase in business with existing customers, as well as sales with a higher profit margin being sold during the six months ended May 31, 2025 Net sales for the six months ended May 31, 2025 and May 31, 2024 reflect $380,332 and $257,608, respectively, due to tariff costs that the Company was able to pass on to its customers.

Our gross profit for the six months ended May 31, 2025 increased by $689,412 to $4,734,105, or 17.0%, as compared to $4,044,693 for the six months ended May 31, 2024. Gross margin as a percentage of net sales increased to 29.3% for the six months ended May 31, 2025 compared to 28.1% for the six months ended May 31, 2024. Gross profit for the three months ended May 31, 2025 increased by $685,838 to $2,688,403, or 34.2%, as compared to $2,002,565 for the three months ended May 31, 2024. Gross margin as a percentage of net sales increased to 30.2% for the three months ended May 31, 2025 compared to 27.3% for the three months ended May 31, 2024. The increase in gross profit and gross profit as a percentage of sales can be attributed to the increase in sales volume. Our industry will continue to receive pressure from customers for price reductions. Some of them further demand periodic price reductions on a quarterly or semi-annual basis, as opposed to annual fixed pricing. We work with electronic manufacturing service subcontractor customers who manufacture products for other customers who do not have their own manufacturing operations. At times we are not able to recover these price reductions from our suppliers. The Company has agreements with these subcontractor customers to provide periodic cost reductions through rebates in the amount of 5%. These reductions only affect future shipments of our products, and do not affect existing orders. These reductions can have a negative impact on our profit margins since they reduce the amount of commissions we can earn. Even though this rebate can impact the Company's gross profit margin, these subcontractor customers represent very significant potential growth for the Company, because they can help the Company become an approved supplier at the customers they manufacture for, and they purchase our components for these customers. We believe it would be very difficult for the Company to achieve business at these customers without the help of these subcontractor customers. During the first half of fiscal year of 2025, the Company was impacted by tariff costs on certain products imported from China as well as new tariffs that went into effect as of February 4, 2025 in addition to pre-existing tariffs that went into effect as of July 6, 2018. The Company has been able to pass along a portion of these costs to its customers. The Company is also moving some customer deliveries directly to Hong Kong in order to mitigate some of these costs. However, there can be no assurance that we will be able to pass along the new costs or the effects if any it will have on our revenue in the future.

Selling and shipping expenses for the six months ended May 31, 2025 was $1,332,219, a decrease of $12,751, or less than 1%, as compared to $1,344,970 for six months ended May 31, 2024. Selling and shipping expenses for the three months ended May 31, 2025 was $678,852, an increase of $6,285, or less than 1%, as compared to $672,567 for three months ended May 31, 2024. We attribute the decrease for the six months ended May 31, 2025 to decreases in selling expenses such as commission expenses and salesman payrolls offset by increases in travel and entertainment expenses and freight out expenses. We attribute the increase for the three months ended May 31, 2025 to increases in commission expenses, freight expenses, travel and entertainment expenses offset by decreases in salesman payroll and auto expenses.

General and administrative expenses for the six months ended May 31, 2025 was $3,308,703, an increase of $671,759, or 25.5%, as compared to $2,636,944 for the six months ended May 31, 2024. General and administrative expenses for the three months ended May 31, 2025 was $1,929,441, an increase of $729,401, or 60.8% as compared to $1,200,040 for the three months ended May 31, 2024. The increase is due primarily to non cash stock based compensation of $531,797 in the three months ending May 31, 2025 as well as increases in the six months ended May 31, 2025 in officer salaries and related payroll tax expenses as well as office, pension, bank charges and bad debt expenses as well as professional fees and consulting expenses but partially offset by decreases in other salaries, rent expenses, directors fees and public company expenses. The increase for the three months ended May 31, 2025 can also be attributed to increases in salaries and related payroll tax expenses as well as bank charges and bad debt expenses, professional fees and consulting expenses but partially offset by decreases in rent expenses and public company expenses

Depreciation expense for the six months ended May 31, 2025 was $35,079, an increase of $311, or less than 1%, as compared to $34,768 for the six months ended May 31, 2024. Depreciation expense for the three months ended May 31, 2025 was $19,462, an increase of $2,078, or 12%, as compared to $17,384 for the three months ended May 31, 2024. We attribute the increases for the three and six months ended May 31, 2025 to the purchase of fixed assets.

Other income for the six months ended May 31, 2025 was $183,330, an increase of $30,150 as compared to $153,180 for the six months ended May 31, 2024. Other income for the three months ended May 31, 2025 was $58,364, a decrease of $70,344 as compared to $128,708 for the three months ended May 31, 2024. We attribute the change to income from investment in the acquisition of treasury bonds and notes issued by the United States Treasury.

Tax expense for the six months ended May 31, 2025 was $66,114, an increase of $10,861 as compared to a tax expense of $55,253 for the six months ended May 31, 2024. Tax expense for the three months ended May 31, 2025 was $1,048, a decrease of $42,294 as compared to a tax expense of $43,342 for the three months ended May 31, 2024. The changes result from our increase in net income for the six months ended May 31,2025.

As a result of the foregoing, net income for the six months ended May 31, 2025 was $175,320, compared to a net income of $125,938 for the six months ended May 31, 2024. The net income for the three months ended May 31, 2025 was $117,964, compared to a net income of $197,940 for the three months ended May 31, 2024.

Liquidity and Capital Resources

As of May 31, 2025 we had cash of $4,014,092, marketable securities of $8,799,630, and working capital of $19,774,332. We believe that our working capital levels are adequate to meet our operating requirements during the next twelve months. The Company is exploring and evaluating opportunities for growth and expansion using the Company's cash resources.

During the six months ended May 31, 2025, we had net cash flow provided by operating activities of $85,357, as compared to net cash flow provided by operating activities of $1,593,512 for the six months ended May 31, 2024. The decrease in cash flow from operating activities was primarily the result of decreased cash flows from stock accounts receivable, inventory and prepaid expenses and income taxes, accrued expenses and a smaller decrease in cash flows from accounts payable in 2025, as partially offset by an increase in net income and non cash expenses including stock based compensation.

We had net cash flow used in investing activities of $(1,804,708) from financing activities for the six months ended May 31, 2025, as compared to net cash flow used in investing activities of $(3,525,629) for the six months ended May 31, 2024. We attribute the change to purchases by the Company of marketable debt securities in the form of Treasury bills and notes issued by the United States Treasury.

We had net cash flow from financing activities of $105,750 during the six months ended May 31, 2025 as compared to $0 for the six months ended May 31, 2024. The increase in financing activities is related to the proceeds from the exercise of stock options.

As a result of the foregoing, the Company had a decrease in cash of $(1,613,601) for the six months ended May 31, 2025, as compared to a net decrease in cash of $(1,932,117) for the six months ended May 31, 2024 which is attributable to the purchase of marketable securities.

The table below sets forth our contractual obligations, including long-term debt, operating leases and other long-term obligations, as of May 31, 2025:

		Payments due			
Contractual Obligations	**Total**	**0 – 12 Months**	**13 – 36 Months**	**37 – 60 Months**	**More than 60 Months**
Financing Lease Obligations	$ -	$ -	$ -	$ -	$ -
Operating leases	$ 993,907	255,009	437,772	301,126	-
Total obligations	$ 993,907	$ 255,009	$ 437,772	$ 301,126	$ -

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains controls and procedures designed to ensure that information required to be disclosed in the reports that it files or submits under the Securities Exchange Act of 1934, as amended ("Exchange Act"), is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("Commission"). Ira Levy, the Company's principal executive officer and principal financial officer, has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of May 31, 2025 and has concluded that, as of such date, our disclosure controls and procedures were effective.

Changes in Internal Controls

During the three months ended May 31, 2025 there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

There are no legal proceedings to which the Company or any of its property is the subject.

ITEM 1A. RISK FACTORS.

Not applicable.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Exhibit Number	Description
31.1	Certification by Principal Executive Officer and Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification by Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SURGE COMPONENTS, INC.

Date: July 14, 2025

By: /s/ Ira Levy
Name: Ira Levy
Title: Chief Executive Officer
(Principal Executive Officer,
Principal Financial Officer and
Principal Accounting Officer)

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
AND PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002**

I, Ira Levy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Surge Components, Inc.;

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 14, 2025

By: /s/ Ira Levy
Ira Levy
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Surge Components, Inc. (the "Company") on Form 10-Q for the period ended May 31, 2025 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Ira Levy, Chief Executive Officer (principal executive officer and principal financial officer) of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 14, 2025

By: /s/ Ira Levy
Ira Levy
Chief Executive Officer
(Principal Executive Officer and
Principal Financial Officer)