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

FORM 10-Q

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

For the quarterly period ended March 31, 2025

OR

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

For the transition period from ___________________________

000-54987
(Commission File Number)

Strategic Environmental & Energy Resources, Inc.
(Exact name of registrant as specified in its charter)

Nevada	**02-0565834**
(State or other jurisdiction of incorporation)	*(IRS Employer Identification Number)*

370 Interlocken Blvd, Suite 680, Broomfield, CO 80021
(Address of principal executive offices including zip code)

303-277-1625
(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

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 Date File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes ☒ No ☐

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

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

As of June 16, 2025, the Registrant had 68,688,575 shares outstanding of its $.001 par value common stock.

TABLE OF CONTENTS

Part I. FINANCIAL INFORMATION

Item 1. Financial Statements

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2025 (unaudited)	December 31, 2024 *
ASSETS		
Current Assets		
Cash and cash equivalents	$ 11,400	$ 537,100
Accounts receivable, net of allowance for credit losses of $24,200 and $24,200, respectively	992,700	591,000
Inventory	2,100	2,100
Contract assets	21,500	-
Prepaid expenses and other current assets	317,400	102,600
Assets held for sale	-	-
Total Current Assets	1,345,100	1,232,800
Property and equipment, net	41,900	44,000
Intangible Assets, net	14,100	14,700
Right of use assets	114,600	126,200
Other assets	40,000	40,000
TOTAL ASSETS	$ 1,555,700	$ 1,457,700
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	$ 1,463,200	$ 905,000
Accrued liabilities	4,975,000	4,756,700
Contract liabilities	1,149,400	1,129,600
Deferred revenue	20,600	20,600
Short term notes	4,771,600	5,248,100
Short term notes and accrued interest - related party	227,400	220,100
Convertible notes	1,605,000	1,605,000
Current portion of long-term debt and finance lease obligations	505,700	506,500
Current portion of lease liabilities	72,500	72,500
Liabilities held for sale	34,500	34,500
Total Current Liabilities	14,824,900	14,498,600
Lease liabilities net of current portion	60,000	72,900
Long term debt	1,836,500	1,838,000
Total Liabilities	16,721,400	16,409,500
Commitments and contingencies	-	-
Stockholders' deficit		
Preferred stock; $.001 par value; 5,000,000 shares authorized; -0- shares issued	-	4,000
Common stock; $.001 par value; 320,000,000 shares authorized; 68,688,575 shares issued, issuable* and outstanding March 31, 2025 and 70,000,000 shares authorized on December 31, 2024	68,700	65,100
Common stock issuable	25,000	25,000
Additional paid-in capital	23,347,800	23,113,800
Stock Subscription receivable	(25,000)	(25,000)
Accumulated deficit	(36,627,300)	(36,180,700)
Total stockholders' deficit	(13,210,800)	(12,997,800)
Non-controlling interest	(1,954,900)	(1,954,000)
Total Deficit	(15,165,700)	(14,951,800)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 1,555,700	$ 1,457,700

* These numbers are derived from the audited financial statements for the year ended December 31, 2024.

** *Includes 2,785,000 shares issuable at March 31, 2025 and December 31, 2024, per terms of note agreements.*

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

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the Three Months Ended March 31, 2025	For the Three Months Ended March 31, 2024
Revenue:		
Products	$ 1,054,600	$ 989,800
Total revenue	1,054,600	989,800
Operating expenses:		
Products costs	723,700	715,300
General and administrative expenses	226,300	206,200
Salaries and related expenses	305,000	323,200
Total operating expenses	1,255,000	1,244,700
Loss from operations	(200,400)	(254,900)
Other income (expense):		
Interest expense	(247,100)	(221,900)
Other income (expense)	-	120,000
Total non-operating expense, net	(247,100)	(101,900)
Loss from continuing operations	(447,500)	(356,800)
Income from discontinued operations, net of tax	-	3,700
Net Loss	(447,500)	(353,100)
Net income (loss) attributable to non-controlling interest	(900)	(900)
Net Loss attributable to SEER common stockholders	$ (446,600)	$ (352,200)
Basic earnings per share attributable to SEER common stockholders		
Loss from continuing operations, per share	$ (0.01)	$ (0.01)
Income from discontinued operations, per share	-	0.00
Net Loss per share, basic	$ (0.01)	$ (0.01)
Fully diluted earnings per share attributable to SEER common stockholders		
Loss from continuing operations, per share	(0.01)	(0.01)
Income from discontinued operations, per share	-	0.00
Net Loss per share, basic	$ (0.01)	$ (0.01)
Weighted average shares outstanding – basic	66,368,575	65,088,575
Weighted average shares outstanding – diluted	66,368,575	65,088,575

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

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
(Unaudited)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Stock Subscription Receivable	Accumulated Deficit	Non-controller Interest	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount						
Balances at December 31, 2024	4,000,000	4,000	65,088,600	65,100	23,113,800	25,000	(25,000)	(36,180,700)	(1,954,000)	(14,951,800)
Conversion of preferred stock to common	(4,000,000)	(4,000)	3,600,000	3,600	234,000	-	-	-	-	233,600
Net income (loss)	-	-	-	-	-	-	-	(446,600)	(900)	(447,500)
Balances at March 31, 2025	-	-	68,688,600	68,700	23,347,800	25,000	(25,000)	(36,627,300)	(1,954,900)	(15,165,700)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Common Stock Subscribed	Stock Subscription Receivable	Accumulated Deficit	Non-controller Interest	Total Stockholders' Deficit
	Shares	Amount	Shares	Amount						
Balances at December 31, 2023	-	-	65,088,600	65,100	22,973,800	25,000	(25,000)	(34,377,900)	(1,949,500)	(13,288,500)
Net income (loss)	-	-	-	-	-	-	-	(352,200)	(900)	(353,100)
Balances at March 31, 2024	-	-	65,088,600	65,100	22,973,800	25,000	(25,000)	(34,730,100)	(1,950,400)	(13,641,600)

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

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited)

	For the Three Months Ended March 31, 2025	2024
Cash flows from operating activities:		
Loss from continuing operations	$ (447,500)	$ (356,800)
Income (loss) from discontinued operations	-	3,700
Net Loss	(447,500)	(353,100)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	3,500	3,500
Gain on sale of fixed assets	-	(4,800)
Changes in operating assets and liabilities:		
Accounts receivable	(401,700)	(75,600)
Contract assets	(21,500)	(40,300)
Inventory	-	14,700
Prepaid expenses and other assets	(151,000)	(28,200)
Accounts payable, accrued liabilities, and customer deposits	790,100	628,700
Contract liabilities	19,800	(262,500)
Deferred revenue	-	(22,400)
Assets and liabilities held for sale	-	(42,900)
Net cash used in operating activities	(208,300)	(182,900)
Cash flows from investing activities:		
Purchase of property and equipment	(800)	(1,700)
Proceeds from the sale of fixed assets held for sale	-	59,500
Net cash (used) provided by investing activities	(800)	57,800
Cash flows from financing activities:		
Payments of notes and capital lease obligations	(328,600)	(17,100)
Proceeds from short-term and long-term debt	12,000	180,000
Net cash provided by financing activities	(316,600)	162,900
Net increase (decrease) in cash	(525,700)	37,800
Cash at the beginning of period	537,100	57,900
Cash at the end of period	$ 11,400	$ 95,700
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 19,600	$ 5,900
Financing of prepaid insurance premiums	$ 52,200	$ 37,400
Debt converted to common stock	$ 225,000	$ -
Interest converted to common stock	$ 8,600	$ -

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

NOTE 1 – ORGANIZATION AND FINANCIAL CONDITION

Organization and Going Concern

Strategic Environmental & Energy Resources, Inc. ("SEER," or the "Company"), a Nevada corporation, is a provider of next-generation clean-technologies, waste management innovations and related services. SEER has two wholly owned operating subsidiaries and three majority-owned subsidiaries; all of which together provide technology solutions and services to companies primarily in the oil and gas, refining, landfill, food, beverage & agriculture, and renewable fuel industries. The two wholly owned subsidiaries are: 1) MV, LLC (d/b/a MV Technologies) ("MV"), which designs and builds biogas conditioning solutions for the production of renewable natural gas, odor control systems and natural gas vapor capture primarily for landfill operations, waste-water treatment facilities, oil and gas fields, refineries, municipalities and food, beverage & agriculture operations throughout the U.S.; and 2) Strategic Environmental Materials, LLC, ("SEM"), a materials technology company previously focused on the development of cost-effective chemical absorbents. The media production operations were discontinued during the year ended December 31, 2023. (See Note 15)

The two majority-owned subsidiaries are 1) Paragon Waste Solutions, LLC ("PWS"), and 2) PelleChar, LLC ("PelleChar"). PWS is currently owned 54% by SEER, and PelleChar is owned 51% by SEER.

PWS developed specific opportunities to deploy and commercialize patented technologies for a non-thermal plasma-assisted oxidation process that makes possible the clean and efficient destruction of solid hazardous chemical and biological waste (*i.e*., regulated medical waste, chemicals, pharmaceuticals and refinery tank waste, *etc*.) without landfilling or traditional incineration and without harmful emissions. Additionally, this technology "cleans" and conditions emissions and gaseous waste streams (*i.e*., volatile organic compounds and other greenhouse gases) generated from diverse sources such as refineries, oil fields, and many others. In July 2022, the Company exchanged its patents and related technology, to its joint venture, Paragon Southwest Medical Waste ("PSMW"), in exchange for units in PSMW. (See Note 9)

PelleChar was established in September 2018 and is owned 51% by SEER. Pellechar has secured third-party pellet manufacturing capabilities from one of the nation's premier pellet manufacturers. Working closely with Biochar Now, LLC, Pellechar commenced sales in late 2019 of its proprietary pellets containing the proven and superior Biochar Now product starting with the landscaping and big agriculture markets. At this time, Pellechar is the only company able to offer a soil amendment pellet containing the Biochar Now product that is produced using the patented pyrolytic process.

Principals of Consolidation

The accompanying consolidated financial statements include the accounts of SEER, its wholly owned subsidiaries, SEM, and MV, and its majority-owned subsidiaries PWS and PelleChar, since their respective acquisition or formation dates. All material intercompany accounts, transactions, and profits have been eliminated in consolidation. The Company has non-controlling interest in joint ventures, which are reported on the equity method.

Going Concern

As shown in the accompanying consolidated financial statements, the Company has experienced recurring losses, and has an accumulated deficit of approximately $36.6 million as of March 31, 2025, and for the three months ended March 31, 2025, we incurred a net loss from continuing operations of approximately $447,500. As of March 31, 2025, our current liabilities exceeded our current assets by approximately $13.5 million. These factors raise substantial doubt about the ability of the Company to continue to operate as a going concern.

Realization of a major portion of the Company's assets as of March 31, 2025, is dependent upon continued operations. The Company is dependent on generating additional revenue or obtaining adequate capital to fund operating losses until it becomes profitable. For the three months ended March 31, 2025, the Company raised approximately $12,000 from the issuance of short-term and long-term debt, offset by payments of principal on short term notes of $0.3 million, for a net cash used by financing activities of approximately $0.3 million. In addition, the Company has undertaken a number of specific steps to continue to operate as a going concern. The Company continues to focus on developing organic growth in our operating companies and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions. Critical to achieving profitability will be the ability to license and or sell, permit and operate through the Company's joint ventures. The Company has increased business development efforts to address opportunities identified in expanding markets attributable to increased interest in energy conservation and emission control regulations. In addition, the Company is evaluating various forms of financing which may be available to it. There can be no assurance that the Company will secure additional financing for working capital, increase revenues and achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

Basis of Presentation Unaudited Interim Financial Information

The accompanying interim condensed consolidated financial statements are unaudited. In the opinion of management, the accompanying unaudited condensed consolidated financial statements contain all the normal recurring adjustments necessary to present fairly the financial position and results of operations as of and for the periods presented. The interim results are not necessarily indicative of the results to be expected for the full year or any future period.

Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). The Company believes that the disclosures are adequate to make the interim information presented not misleading. These consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto included in the Company's Report on Form 10-K filed on June 6, 2025, for the year ended December 31, 2024.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make a number of estimates and assumptions related to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the forecasted cash flows used in the impairment testing of intangible assets. The carrying amount of intangible assets; valuation allowances and reserves for receivables; revenue recognition related to contracts accounted for under the percentage of completion method; and the Company's ability to continue as a going concern. Actual results could differ from those estimates.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation. These reclassifications had no effect on reported consolidated net loss.

Revenue Recognition

In May 2014, the FASB issued guidance on revenue from contracts with customers that superseded most current revenue recognition guidance, including industry-specific guidance. The underlying principle of the guidance is to recognize revenue to depict the transfer of goods or services to customers at an amount to which the company expects to be entitled in exchange for those goods or services. The new guidance requires an evaluation of revenue arrangements with customers following a five-step approach: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) the company satisfies each performance obligation. Revenues are recognized when control of the promised services are transferred to the customers in an amount that reflects the expected consideration in exchange for those services. A customer obtains control when it has the ability to direct the use of and obtain the benefits from the services. Other major provisions of the guidance include capitalization of certain contract costs, consideration of the time value of money in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. (See Note 3)

Research and Development

Research and development ("R&D") costs are charged to expense as incurred. R&D expenses consist primarily of salaries, project materials, contract labor and other costs associated with ongoing product development and enhancement efforts. R&D expenses were $0 for both the three months ended March 31, 2025, and 2024.

Inventories

Inventories are stated at the lower of cost or net realizable value on a first in, first out basis and includes the following amounts:

	March 31, 2025	December 31, 2024
	(unaudited)	*
Finished goods	$ 2,100	$ 2,100
Total inventory	$ 2,100	$ 2,100

Income Taxes

The Company accounts for income taxes pursuant to *Accounting Standards Codification* ("ASC") 740, *Income Taxes,* which utilizes the asset and liability method of computing deferred income taxes. The objective of this method is to establish deferred tax assets and liabilities for any temporary differences between the financial reporting basis and the tax basis of the Company's assets and liabilities at enacted tax rates expected to be in effect when such amounts are realized or settled.

ASC 740 also provides detailed guidance for the financial statement recognition, measurement and disclosure of uncertain tax positions recognized in the financial statements. Tax positions must meet a "more-likely-than-not" recognition threshold at the effective date to be recognized. During the three months ended March 31, 2025, and 2024 the Company recognized no adjustments for uncertain tax positions.

The Company recognizes interest and penalties related to uncertain tax positions in income tax expense. No interest and penalties related to uncertain tax positions were recognized as of March 31, 2025, and 2024. The Company expects no material changes to unrecognized tax positions within the next twelve months.

The Company has filed federal and state tax returns through December 31, 2023. The tax periods for the years ending December 31, 2021, through 2023 are open to examination by federal and state authorities.

NOTE 3 – REVENUE

Products Revenue

Product revenue generated from contracts with customers, for the manufacture of products for the removal and treatment of hazardous vapor and gases. Total estimated revenue includes all of the following: (1) the basic contract price, (2) contract options, and (3) change orders. Once contract performance is underway, the Company may experience changes in conditions, client requirements, specifications, designs, materials, and expectations regarding the period of performance. Such changes are "change orders" and may be initiated by us or by our clients. In many cases, agreement with the client as to the terms of change orders is reached prior to work commencing; however, sometimes circumstances require that work progress without obtaining client agreement. Revenue related to change orders is recognized as costs are incurred if it is probable that costs will be recovered by changing the contract price. The Company does not incur pre-contract costs. Under the new revenue recognition guidance, the Company found no change in the manner product revenue is recognized. Provisions for estimated losses on uncompleted contracts are recorded in the period in which the losses are identified and included as additional loss. Provisions for estimated losses on contracts are shown separately as liabilities on the balance sheet, if significant, except in circumstances in which related costs are accumulated on the balance sheet, in which case the provisions are deducted from the accumulated costs. A provision as a liability is reported as a current liability.

The Company includes in current assets and current liabilities amounts related to contracts realizable and payable. Costs and estimated earnings in excess of billings on uncompleted contracts represent the excess of contract costs and profits recognized to date over billings to date and are recognized as a current asset. Revenue contract liabilities represent the excess of billings to date over the amount of contract costs and profits recognized to date and are recognized as a current liability.

Products revenue also includes media sales which are recognized as the product is shipped to the customer for use.

Disaggregation of Revenue (Unaudited)

	Three months ended March 31, 2025 Environmental Solutions
Sources of Revenue	
Product sales	$ 975,300
Media sales	79,300
Total Revenue	**$ 1,054,600**

	Three months ended March 31, 2024 Environmental Solutions
Sources of Revenue	
Product sales	$ 794,700
Media sales	195,100
Total Revenue	**$ 989,800**

Contract Balances

Where a performance obligation has been satisfied but not yet invoiced at the reporting date, a contract asset is recognized on the balance sheet. Where a performance obligation has not yet been satisfied but an invoice has been raised at the reporting date, a contract liability is recognized on the balance sheet.

The opening and closing balances of the Company's accounts receivables and contract liabilities (current and non-current) are as follows:

			Contract Liabilities		
	Accounts Receivable, net	Contract Assets	Contract Liabilities	Deferred Revenue (current)	Deferred Revenue (non-current)
Balance as of March 31, 2025	$ 992,700	$ 21,500	$ 1,149,400	$ 20,600	$ -
Balance as of December 31, 2024	591,000	-	1,129,600	20,600	-
Increase (decrease)	**$ 401,700**	**$ 21,500**	**$ 19,800**	**$ -**	**$ -**

The majority of the Company's revenue is generally invoiced on a weekly or monthly basis, and the payments are generally received within approximately 30-60 days. Contract liabilities are recorded when cash payments are received or due in advance of the Company's performance, including amounts that are refundable.

Remaining Performance Obligations

As of March 31, 2025, the aggregate amount of the transaction price allocated to the remaining performance obligations was approximately $1.9 million, of which the Company expects to recognize approximately 85% of this revenue over the next 12 months.

The Company does not disclose the value of unsatisfied performance obligations for (i) contracts with an original expected term of one year or less and (ii) contracts for which the Company recognizes revenue at the amounts to which it has the right to invoice for services performed.

NOTE 4 – PROPERTY AND EQUIPMENT

Property and equipment was comprised of the following:

	March 31, 2025 (unaudited)	December 31, 2024 *
Field and shop equipment	$ 397,600	$ 397,600
Vehicles	72,500	72,500
Furniture and office equipment	275,400	274,600
Leasehold improvements	36,200	36,200
	781,700	780,900
Less: accumulated depreciation and amortization	(739,800)	(736,900)
Property and equipment, net	$ 41,900	$ 44,000

Depreciation expense for both the three months ended March 31, 2025, and 2024 was $2,900. For the three months ended March 31, 2025, and 2024, depreciation expense included in cost of goods sold was $1,900 and $2,000, respectively. For the three months ended March 31, 2025, and 2024, depreciation expense included in selling, general and administrative expenses was $1,100 and $900, respectively.

NOTE 5 – INTANGIBLE ASSETS

	March 31, 2025 (unaudited)		
	Gross carrying amount	Accumulated amortization	Net carrying value
Customer list	$ 42,500	$ (42,500)	$ -
Technology	684,000	(669,900)	14,100
Trade name	54,900	(54,900)	-
	$ 781,400	$ (767,300)	$ 14,100

	December 31, 2024*		
	Gross carrying amount	Accumulated amortization	Net carrying value
Customer list	$ 42,500	$ (42,500)	$ -
Technology	684,000	(669,300)	14,700
Trade name	54,900	(54,900)	-
	$ 781,400	$ (766,700)	$ 14,700

The estimated useful lives of the intangible assets range from seven to twenty years. Amortization expense was $600 for both the three months ended March 31, 2025, and 2024, respectively.

NOTE 6 – LEASES

The Company has entered into operating leases primarily for real estate. These leases have terms which range from 1 to 8 years, and often include one or more options to renew. These renewal terms can extend the lease term from 1 year to month-to-month and are included in the lease term when it is reasonably certain that the Company will exercise the option. These operating leases are included in "Right of use assets" on the Company's March 31, 2025, Consolidated Balance Sheets and represent the Company's right to use the underlying asset for the lease term. The Company's obligation to make lease payments are included in "Current portion of lease liabilities" and "Lease liabilities net of current portion" on the Company's March 31, 2025, Consolidated Balance Sheets. As of March 31, 2025, total right-of-use assets and operating lease liabilities were approximately $114,600 and $132,500, respectively. All operating lease expense is recognized on a straight-line basis over the lease term. In the three months ended March 31, 2025, the Company recognized approximately $11,600 in operating lease costs for right-of-use assets. As of March 31, 2025, the Company is in default of the office lease.

Because the rate implicit in each lease is not readily determinable, the Company uses its incremental borrowing rate to determine the present value of the lease payments. The Company has certain contracts for real estate which may contain lease and non-lease components which it has elected to treat as a single lease component.

Information related to the Company's right-of-use assets and related lease liabilities were as follows (unaudited):

	Three months ended March 31,	
	2025	**2024**
Cash paid for operating lease liabilities	$ 20,200	$ 22,300
Weighted-average remaining lease term	26 months	29 months
Weighted-average discount rate	10%	10%

Maturities of lease liabilities as of March 31, 2025 were as follows:	
2025	$ 78,300
2026	64,000
2027	-
2028	-
2029	-
Thereafter	-
	142,300
Less imputed interest	(9,800)
Total lease liabilities	132,500

NOTE 7 – ACCRUED LIABILITIES

Accrued liabilities were comprised of the following:

	March 31, 2025	December 31, 2024
	(unaudited)	*
Accrued compensation and related taxes	$ 112,300	$ 128,000
Accrued interest	4,496,700	4,276,400
Accrued settlement/litigation claims	150,000	150,000
Warranty and defect claims	59,800	58,000
Other	156,200	144,300
Total Accrued Liabilities	$ 4,975,000	$ 4,756,700

NOTE 8 – UNCOMPLETED CONTRACTS

Costs, estimated earnings and billings on uncompleted contracts are as follows:

	March 31, 2025	December 31, 2024
	(unaudited)	*
Revenue recognized	$ 601,200	$ -
Less: billings to date	(579,700)	-
Contract assets	21,500	-
Billings to date	3,763,400	3,481,700
Revenue recognized	(2,614,000)	(2,352,100)
Contract liabilities	$ 1,149,400	$ 1,129,600

NOTE 9 – INVESTMENTS

Paragon Waste Solutions LLC

Since its inception through March 31, 2025, the Company has provided approximately $6.4 million in funding to PWS for working capital and the further development and construction of various prototypes and commercial waste destruction units. No members of PWS have made capital contributions or other funding to PWS other than SEER. The intent of the operating agreement is to provide the funding as an advance against future earnings distributions made by PWS.

Paragon Southwest Medical Waste

On July 20, 2022, PWS transferred all patents owned covering medical waste destruction, and related technology, to its joint venture, Paragon Southwest Medical Waste ("PSMW"), in exchange for units in PSMW. The units in PSMW transferred in connection with this transaction increased SEER's equity in PSMW to approximately 30%, on a total consolidated basis, and SEER was granted back an international license to use the patented technology in any territory outside of North America. This transaction also canceled the irrevocable license and royalty agreement, and the management agreement between PWS and PSMW.

On June 30, 2023, the Company exchanged its interest in PSMW in exchange for a 2% interest in Amlon Holdings when PSWM was acquired by Amlon Holdings.

NOTE 10 – DEBT

Debt as of March 31, 2025 (unaudited), and December 31, 2024*, was comprised of the following:

	Short term notes	Convertible notes, unsecured	Current portion of long-term debt and capital lease obligations	Long term debt	Total
Balance December 31, 2024	$ 5,248,100	$ 1,605,000	$ 506,500	$ 1,838,000	$ 9,197,600
Increase in borrowing	64,200(1)	-	-	-	64,200
Principal reductions	(315,700)	-	(800)	(1,500)	(318,000)
Principal converted to common stock	(225,000)	-	-	-	(225,000)
Long term debt to current	-	-	-	-	-
Amortization of debt discount	-	-	-	-	-
Balance March 31, 2025	$ 4,771,600(2)	$ 1,605,000	$ 505,700	$ 1,836,500(3)	$ 8,718,800

(1) A) An unsecured note payable of $52,200, dated January 1, 2025, interest at an annual rate of 9.75% interest and is payable in ten payments ending in November of 2025. For the three months ended March 31, 2025, the Company recorded interest expense of $700. There was $0 accrued and unpaid interest as of March 31, 2025. B) A unsecured note payable of $12,000, dated February 21, 2025, interest at an annual rate of 8% simple interest and matured on March 21, 2025. For the three months ended March 31, 2025, the Company recorded interest expense of $100. There was $100 accrued and unpaid interest as of March 31, 2025.
(2) The balance consists of $4,253,500 of secured notes, and $518,100 unsecured notes payable, of which $4,100,000 are in default.
(3) Secured notes.

NOTE 11 – RELATED PARTY TRANSACTIONS

Notes payable and accrued interest due to certain related parties are as follows:

	March 31, 2025 (unaudited)	December 31, 2024 *
Short term notes	$ 125,000	$ 125,000
Accrued interest	102,400	95,100
Total short-term notes and accrued interest - Related parties	$ 227,400	$ 220,100

NOTE 12 – EQUITY TRANSACTIONS

2025 Common Stock Transactions

During the three months ended March 31, 2025, 4 million shares of preferred stock was converted into 3.6 million shares of common stock. As part of the transaction, $225,000 of debt was also contributed to paid in capital, as well as $8,600 in accrued interest on the debt.

2024 Common Stock Transactions

During the three months ended March 31, 2024, no new equity transactions have occurred.

Non-controlling Interest

The non-controlling interest presented in our condensed consolidated financial statements reflects a 46% non-controlling equity interest in PWS and 49% non-controlling equity interest in PelleChar. Net losses attributable to non-controlling interest, as reported on our condensed consolidated statements of operations, represents the net loss of each entity attributable to the non-controlling equity interest. The non-controlling interest is reflected within stockholders' equity on the condensed consolidated balance sheet.

NOTE 13 – CUSTOMER CONCENTRATIONS

The Company had sales from operations from two customers, for the three months ended March 31, 2025, and 2024 that surpassed the 10% threshold of total revenue, respectively. In total, these customers represented approximately 53% and 39% of our total sales, respectively. The concentration of the Company's business with a relatively small number of customers may expose us to a material adverse effect if one or more of these large customers were to experience financial difficulty or were to cease being customers for non-financial related issues.

NOTE 14 – NET GAIN OR LOSS PER SHARE

Basic net gain or loss per share is computed by dividing net gain or loss attributable to common shareholders by the weighted average number of common shares outstanding. Diluted net gain or loss per share is computed by dividing net loss attributable to common shareholders by the weighted average number of common shares outstanding plus the number of common shares that would be issued assuming exercise or conversion of all potentially dilutive common shares. Potentially dilutive securities are excluded from the calculation when their effect would be anti-dilutive. For the three months ended March 31, 2025 and 2024, all potentially dilutive securities have been excluded from the diluted share calculations because they were anti-dilutive as a result of the net losses incurred for the respective period, or were dilutive, but the exercise prices were above the stock price for the entire period, deeming them not to be converted, or exercised during the period. Accordingly, basic shares equal diluted shares for all periods presented.

Potentially dilutive securities were comprised of the following (unaudited):

	Three months ended March 31,	
	2025	2024
Options	625,000	1,000,000
Convertible notes payable, including accrued interest	3,745,200	3,544,000
	4,370,200	4,544,000

NOTE 15 – DISCONTINUED SEM OPERATIONS

On January 1, 2023, the Company's board of directors, by unanimous consent, adopted a resolution to discontinue the then-current media production operations of the Company's wholly owned subsidiary, SEM, LLC. For the unaudited three months ended March 31, 2025 and 2024, all media production operations from SEM have been reported as discontinued operations. Management intends to use the SEM entity for the delivery of biochar kilns to Biochar Now and, further, to commence SEER's own biochar production in Texas under a joint venture license from Biochar Now.

The following table presents the assets and liabilities associated with the discontinued operations of SEM:

	March 31, 2025 (unaudited)	December 31, 2024 *
ASSETS		
Property and equipment, net	$ -	$ -
Total Assets held for sale	$ -	$ -
LIABILITIES		
Accounts payable	24,500	24,500
Accrued liabilities	10,000	10,000
Current portion of long-term debt	-	-
Total current liabilities	34,500	34,500
Long-term debt	-	-
Total liabilities held for sale	$ 34,500	$ 34,500

Major classes of line items constituting pretax income on discontinued operations (unaudited):

	For the three months ended March 31,	
	2025	2024
Services revenue	$ -	$ -
Services costs	-	-
General and administrative expenses	-	-
Salaries and related expenses	-	-
Other income (expense)	-	-
Gain on sale of assets held for sale	-	3,700
Total income (expense)	-	3,700
Operating income (loss)	-	3,700
Income tax benefit	-	-
Total income (loss) from discontinued operations	$ -	$ 3,700

NOTE 16 – SEGMENT INFORMATION AND MAJOR CUSTOMERS

The Company currently has identified two segments as follows:

MV, SEM, PelleChar	Environmental Solutions
PWS	Solid Waste

The composition of our current reportable segments is consistent with that used by our chief decision makers to evaluate performance and allocate resources. All of our operations are located in the U.S. The Company has not allocated corporate selling, general and administrative expenses, and stock-based compensation to the segments. All intercompany transactions have been eliminated.

Segment information for the (unaudited) three months ended March 31, 2025 and 2024 is as follows:

Three Months Ended March 31,

2025	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$ 1,054,600	$ -	$ -	$ 1,054,600
Depreciation and amortization	1,900	-	1,600	3,500
Interest expense	100	-	247,000	247,100
Net income (loss) attributable to SEER common stockholders	181,400	800	(628,800)	(446,600)
Capital expenditures (cash and noncash)	-	-	800	800
Total assets	$ 1,245,800	$ -	$ 309,900	$ 1,555,700

2024	Environmental Solutions	Solid Waste	Corporate	**Total**
Revenue	$ 989,800	$ -	$ -	$ 989,800
Depreciation and amortization	2,800	-	700	3,500
Interest expense	-	-	221,900	221,900
Net income (loss) attributable to SEER common stockholders	59,300	-	(411,500)	(352,200)
Capital expenditures (cash and noncash)	-	-	1,700	1,700
Total assets (1)	$ 589,800	$ -	$ 409,200	$ 999,000

(1) Segment information excludes the results of SEM media operations. SEM discontinued its media operations as of January 1, 2023, except net income (loss), of which SEM media operations is categorized as discontinued operations. (See Note 15)

NOTE 17 – SUBSEQUENT EVENTS

In April 2025, the Company received proceeds of $150,000 by issuing a secured short-term promissory note, bearing interest at a rate of 8% per annum, and maturing on June 20, 2025. The interest rate increases to 12% after June 20, 2025, if not paid in full.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion is intended to assist you in understanding our business and the results of our operations. It should be read in conjunction with the Condensed Consolidated Financial Statements and the related notes that appear elsewhere in this report as well as our Report on Form 10-K filed with the Securities and Exchange Commission on April 16, 2024. Certain statements made in our discussion may be forward looking. Forward-looking statements involve risks and uncertainties and a number of factors could cause actual results or outcomes to differ materially from our expectations. These risks, uncertainties, and other factors include, among others, the risks described in our Annual Report on Form 10-K filed with the Securities and Exchange Commission, as well as other risks described in this Quarterly Report. Unless the context requires otherwise, when we refer to "we," "us" and "our," we are describing Strategic Environmental & Energy Resources, Inc. and its consolidated subsidiaries on a consolidated basis.

SEER BUSINESS OVERVIEW

Strategic Environmental & Energy Resources, Inc. ("the Company" or "SEER") was originally organized under the laws of the State of Nevada on February 13, 2002, for the purpose of acquiring one or more businesses under the name of Satellite Organizing Solutions, Inc. ("SOZG"). In January 2008, SOZG changed its name to Strategic Environmental & Energy Resources, Inc. SEER is dedicated to assembling complementary service and environmental, clean-technology businesses that provide safe, innovative, cost-effective, and profitable solutions in the environmental, waste management, and renewable energy industries. SEER currently operates four companies with its headquarters in Broomfield, Colorado. Through its operating companies, SEER provides environmental products and solutions throughout North America and is pursuing international markets for its technologies and products. SEER's operating companies are discussed in more detail below.

The Company's domestic strategy is to grow internally through SEER's subsidiaries that have well-established revenue streams and, simultaneously, establish long-term alliances with and/or acquire complementary domestic businesses in rapidly growing markets for renewable energy, waste management/treatment, emissions capture and conditioning, and environmental soil amendments and organic fertilizers. The focus of the SEER family of companies, however, is to increase margins by securing or developing proprietary patented and patent-pending technologies and then leveraging its 25-plus-year service experience to place these innovations and solutions into the growing markets of renewable biogas, emission capture and control, renewable "green gas" capture and sale, organic soil amendments and fertilizers, as well as general solid waste and medical/pharmaceutical waste destruction. Many of SEER's current operating companies share customer bases and each provides synergistic services, technologies and products.

Subsidiaries

Wholly owned

MV, LLC (d/b/a MV Technologies), ("MV"): **(operating since 2003)** MV designs and sells patented and/or proprietary, dry scrubber solutions for management of Hydrogen Sulfide (H2S) in biogas, landfill gas, and petroleum processing operations. These system solutions are marketed under the product names H2SPlus™ and OdorFilter™. The markets for these products include landfill operations, agricultural and food product processors, wastewater treatment facilities, and petroleum product refiners. MV also develops and designs proprietary technologies and systems used to condition biogas for use as renewable natural gas ("RNG"), for a number of applications, such as transportation fuel and natural gas pipeline injection.

SEER Environmental Materials, LLC ("SEM"): (formed September 2015) is a wholly owned Colorado limited liability company registered to do business in Texas. It was established as a materials technology development business with its sole operating facility in central Texas. Initially, its primary purpose was developing advanced chemical absorbents and catalysts that enhance the capability of biogas produced from landfills, wastewater treatment operations, and agricultural digester operations. SEM's central Texas media operations were discontinued during the year ended December 31, 2023. SEM's current objective is to arrange the manufacturing and sale of biochar production kilns and related equipment, as well as own and operate a biochar production facility in northeast Texas under a joint venture license agreement from Biochar Now, LLC.

Majority owned

Paragon Waste Solutions, LLC ("PWS"): (formed late 2010) PWS is an operating company that has developed a patented waste destruction technology using a pyrolytic heating process combined with "non-thermal plasma" assisted oxidation. This technique involves gasification of solid waste by heating the waste in a low-oxygen environment, followed by complete oxidation at higher temperatures in the presence of plasma. This technology, commercially referred to as CoronaLux™, is designed and intended for the "clean" destruction of hazardous chemical and biological waste *(i.e.*, medical waste) thereby eliminating the need for costly segregation, transportation, incineration or landfill (with their associated legacy liabilities). In 2023 SEER sold its North American patent rights in a stock transaction and now holds a small, minority interest in Amlon Holdings. SEER continues to have the rights to develop the technology internationally (outside of North America) and continues to promote and market the CoronaLux technology in international markets.

PelleChar, LLC ("PelleChar"): (formed September 2018) owned 51% by SEER. PelleChar has secured third-party pellet manufacturing capabilities from one of the nation's premier pellet manufacturers. Working closely with Biochar Now, LLC, PelleChar commenced sales in 2019 of its proprietary pellets containing the proven and superior Biochar Now product starting with the landscaping and big agriculture markets. At this time, PelleChar is the only company able to offer a soil amendment pellet containing the Biochar Now product that is produced using the patented pyrolytic process. PelleChar activity to date relates to promoting both domestic and international sales. Revenue and expenses of PelleChar were not material for the period ended March 31, 2025.

Joint Ventures

Eco SEER Saudi: On December 17, 2022, SEER and Eco Tadweer ("ET"), a business entity incorporated in the Kingdom of Saudi Arabia ("KSA") entered into a joint venture with SEER owning a minority, non-controlling 49% interest in the joint venture. The purpose of the joint venture is to market and monetize SEER's technologies in and around the KSA. While SEER is entitled to appoint one of three managers, ET is responsible for funding, operation and management of the joint venture. Eco SEER has had minimal operations as of March 31, 2025.

SEER's Financial Condition and Liquidity

As shown in the accompanying consolidated financial statements, the Company has experienced recurring losses, and has accumulated a deficit of approximately $36.6 million as of March 31, 2025, and $34.7 million as of March 31, 2024. For the three months ended March 31, 2025, the Company incurred a net loss from continuing operations of approximately $0.4 million. The Company had a working capital deficit of approximately $13.5 million as of March 31, 2025. These factors raise substantial doubt about the ability of the Company to continue to operate as a going concern.

Realization of a major portion of the Company's assets as of March 31, 2025, is dependent upon continued operations. The Company is dependent on generating additional revenue or obtaining adequate capital to fund operating losses until it becomes profitable. For the three months ended March 31, 2025, the Company raised approximately $12,000 from the issuance of short-term, for a net cash used by financing activities of approximately ($0.3) million. In addition, the Company has undertaken a number of specific steps to continue to operate as a going concern. The Company continues to focus on developing organic growth in our operating companies and improving gross and net margins through increased attention to pricing, aggressive cost management and overhead reductions, including discontinuing the media production of SEM, a specific line of business with historically insufficient margins. The Company continues to own a small amount of equity in Biochar Now, LLC (less than 1%) which it intends to leverage or sell back. The Company has increased business development efforts to address opportunities identified in expanding markets attributable to increased interest in energy conservation and emission control regulations. In addition, the Company is evaluating various forms of financing which may be available to it. There can be no assurance that the Company will secure additional financing for working capital, increase revenues and achieve the desired result of net income and positive cash flow from operations in future years. These financial statements do not give any effect to any adjustments that would be necessary should the Company be unable to report on a going concern basis.

Results of Operations for the Three Months Ended March 31, 2025, and 2024

Total revenues were $1.1 million and $1.0 million for the three months ended March 31, 2025, and 2024, respectively. The increase of approximately $0.1 million, or 10% is attributable to our product revenue recognized over time using a measure of progress increasing, due to improved project progress and utilization.

Operating expenses, which include cost of products, general and administrative (G&A) expenses, and salaries and related expenses, were consistent at approximately $1,255,000 and $1,244,700 for the three months ended March 31, 2025 and 2024, respectively.

Total other income and expense was a net expense of approximately $0.2 million for the three months ended March 31, 2025 and approximately $0.1 million for the three months ended March 31, 2024. The majority of other income and expense is interest expense, which was consistent at $0.2 million for both the three months ended March 31, 2025 and 2024. During the three months ended March 31, 2024, we also had approximately $0.1 million in other income, a result of selling equity units the Company owned in Biochar Now, LLC.

There is no provision for income taxes for both the three months ended March 31, 2025, and 2024, due to our net losses for both periods and we continue to maintain full allowances covering our net deferred tax benefits as of March 31, 2025, and 2024.

Loss from continuing operations was consistent at approximately $0.4 million for the three months ended March 31, 2025 and 2024. The net loss attributable to SEER after deducting $900 for the non-controlling interest was approximately $0.4 million for both the three months ended March 31, 2025 and 2024.

Results of Discontinued Operations for the Three Months Ended March 31, 2025 and 2024

As of January 1, 2023, the Company abandoned its media production operations of its SEM subsidiary. All revenue and expenses of our SEM subsidiary for 2023 are classified as discontinued operations.

	For the three months ended March 31,	
	2025	2024
Services revenue	$ -	$ -
Services costs	-	-
General and administrative expenses	-	-
Salaries and related expenses	-	-
Other income (expense)	-	-
Gain on sale of assets held for sale	-	3,700
Total income (expense)	-	3,700
Operating income (loss)	-	3,700
Income tax benefit	-	-
Total income (loss) from discontinued operations	$ -	$ 3,700

There is no provision for income taxes for both the three months ended March 31, 2025, and 2024, due to our net loss carryforwards and we continue to maintain full allowances covering our net deferred tax benefits as of March 31, 2025 and 2024.

Liquidity and Capital Resources

The following table summarizes the net cash provided by (used in) operating, investing and financing activities for the periods indicated:

	Three Monts Ended March 31,	
	2025	2024
Operating activities	$ (208,300)	$ (182,900)
Investing activities	(800)	57,800
Financing activities	$ (316,600)	$ 162,900

Operating Activities

The Company had net cash used by operating activities for the three months ended March 31, 2025 of $0.2 million, and for the three months ended March 31, 2024 of $0.2 million. Cash used by operating activities is driven by our net loss and adjusted by non-cash items as well as changes in operating assets and liabilities. Non-cash adjustments primarily include depreciation and amortization of intangible assets, and gain on the sale of fixed assets. Net loss of $0.4 million for the three months ended March 31, 2025 was consistent with the three months ended March 31, 2024. Non-cash adjustments increased cash provided of $3,500 for the three months ended March 31, 2025, compared to cash used of $1,300 for the three months ended March 31, 2024.

In addition to the non-cash adjustments to net income, changes in assets and liabilities include:

a) changes in accounts receivable used $0.4 million in the first three months of 2025, compared to using $0.1 million in the first three months of 2024,
b) changes in contract liabilities provided $19,800 in the first three months of 2025, compared to using $0.3 million in the first three months of 2024,
c) changes in accounts payable, accrued liabilities, and customer deposits provided $0.8 million in the first three months of 2025, compared to providing $0.6 million in the first three months of 2024,
d) changes in prepaid expenses and other assets used $0.2 million in the first three months of 2025, compared to using $28,200 in the first three months of 2024.

Investing activities

Net cash used by investing activities was $800 for the three months ended March 31, 2025, compared to providing $57,800 for the three months ended March 31, 2024. The Company sold fixed assets held for sale during the three months ended March 31, 2024, collecting $59,500. Purchase of property and equipment during the three months ended March 31, 2025 and 2024 amounted to $800 and $1,700, respectively.

Financing Activities

Net cash used by financing activities was approximately $0.3 million for the three months ended March 31, 2025, compared to providing $0.2 million for the three months ended March 31, 2024. The Company's financing activities for both periods consist of new borrowing, net of any principal payments made during the period.

Critical Accounting Policies, Judgments and Estimates

Use of Estimates

The preparation of these consolidated financial statements in conformity with accounting principles generally accepted in the United States (U.S. GAAP) requires management to make a number of estimates and assumptions related to the reported amount of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period. Significant items subject to such estimates and assumptions include the forecasted cash flows used in the impairment testing of intangible assets. The carrying amount of intangible assets; valuation allowances and reserves for receivables; revenue recognition related to contracts accounted for under the percentage of completion method; and the Company's ability to continue as a going concern. Actual results could differ from those estimates.

Accounts Receivable and Concentration of Credit Risk

Accounts receivable are recorded at the invoiced amounts less an allowance for doubtful accounts and do not bear interest. The allowance for doubtful accounts is based on our estimate of the amount of probable credit losses in our accounts receivable. We determine the allowance for doubtful accounts based upon an aging of accounts receivable, historical experience and management judgment. Accounts receivable balances are reviewed individually for collectability, and balances are charged off against the allowance when we determine that the potential for recovery is remote. An allowance for doubtful accounts of approximately $24,200 has been reserved as of both March 31, 2025, and December 31, 2024.

The Company is exposed to credit risk in the normal course of business, primarily related to accounts receivable. Our customers operate primarily in the food, beverage, and agricultural space, as well as water treatment and landfill industries in the United States. Accordingly, we are affected by the economic conditions in these industries as well as general economic conditions in the United States. To limit credit risk, management periodically reviews and evaluates the financial condition of its customers and maintains an allowance for doubtful accounts. As of March 31, 2025, and December 31, 2024, we do not believe that we have significant credit risk.

Fair Value of Financial Instruments

The carrying amounts of our financial instruments, including accounts receivable and accounts payable, are carried at cost, which approximates their fair value due to their short-term maturities. We believe that the carrying value of notes payable with third parties, including their current portion, approximate their fair value, as those instruments carry market interest rates based on our current financial condition and liquidity. We believe the amounts due to related parties also approximate their fair value, as their carried interest rates are consistent with those of our notes payable with third parties.

Long-lived Assets

The Company evaluates the carrying value of long-lived assets for impairment on an annual basis or whenever events or changes in circumstances indicate that the carrying amounts may not be recoverable. An asset is considered to be impaired when the anticipated undiscounted future cash flows of an asset group are estimated to be less than its carrying value. The amount of impairment recognized is the difference between the carrying value of the asset group and its fair value. Fair value estimates are based on assumptions concerning the amount and timing of estimated future cash flows. No impairments were determined as of March 31, 2025.

Revenue Recognition

Revenue is recognized under FASB guidelines, which requires an evaluation of revenue arrangements with customers following a five-step approach: (1) identify the contract with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations; and (5) recognize revenue when (or as) the company satisfies each performance obligation. Revenues are recognized when control of the promised services are transferred to the customers in an amount that reflects the expected consideration in exchange for those services. A customer obtains control when it has the ability to direct the use of and obtain the benefits from the services. Other major provisions of the guidance include capitalization of certain contract costs, consideration of the time value of money in the transaction price and allowing estimates of variable consideration to be recognized before contingencies are resolved in certain circumstances. The guidance also requires enhanced disclosures regarding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers.

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 disclosure controls and procedures that are designed to ensure that information required to be disclosed in our filings with the Securities and Exchange Commission (SEC) are recorded, processed, summarized and reported within the time period specified in the SEC's rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" as defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

As of the end of the period covered by this report, and under the supervision and with the participation of our management, including our Chief Executive Officer and the person performing the similar function as Chief Financial Officer, we evaluated the effectiveness of the design and operation of these disclosure controls and procedures. Based on this evaluation and subject to the foregoing, our Chief Executive Officer and Interim Chief Financial Officer concluded that our disclosure controls and procedures were not effective.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

We carried out an assessment, under the supervision and with the participation of our management, including our CEO and Interim CFO, of the effectiveness of the design and operation of our internal controls over financial reporting, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of September 30, 2024. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control — Integrated Framework (2013)*. Based on that assessment and on those criteria, our CEO and Interim CFO concluded that our internal control over financial reporting was not effective as of March 31, 2025. The principal basis for this conclusion is (i) failure to engage sufficient resources regarding our accounting and reporting obligations during our startup and (ii) failure to fully document our internal control policies and procedures.

This quarterly report does not include an attestation report of our registered public accounting firm regarding internal control over financial reporting. The management's report was not subject to attestation by our registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only the management's report in this quarterly report.

The Company's management, including the Company's CEO and Interim CFO, does not expect that the Company's internal control over financial reporting will prevent all errors and all fraud. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Changes in Internal Control over Financial Reporting

There were no significant changes in our internal control over financial reporting during the last fiscal quarter 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

Not Applicable.

ITEM 1A. Risk Factors

Please review our report on Form 10-K Part 1, Item 1A for a complete statement of "Risk Factors" that pertain to our business.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During the three months ended March 31, 2025, 4 million shares of preferred stock was converted into 3.6 million shares of common stock. As part of the transaction, $225,000 of debt was also extinguished, as well as $8,600 in accrued interest on the debt.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

The $500,000 secured short-term note issued on February 1, 2019, was past due as of March 31, 2025. We have accrued 100,000 shares of Company stock per month, recorded as interest, as penalty shares per agreement with the lender, until paid, through December 31, 2020, in accordance with a verbal agreement with the lender. No further share accrual is being made. A total of 1,850,000 penalty shares are accrued, and due on demand, in accordance with this borrowing. Unpaid interest is approximately $30,000 as of the date of this report.

The $100,000 secured short-term note issued on July 2, 2019, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 12% per annum, which is a total of approximately $69,000 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $150,000 secured short-term note issued on July 18, 2019, was past due as of March 31, 2025. We have accrued 15,000 shares of Company stock per month, which increased to 30,000 shares of common stock per month beginning March 16, 2020, recorded as interest, as penalty shares per agreement with the lender, until paid, through December 31, 2020, in accordance with a verbal agreement with the lender. A total of 360,000 penalty shares are accrued and due on demand, in accordance with this borrowing. Unpaid interest is approximately $10,000 as of the date of this report.

The $300,000 secured short-term note issued on October 17, 2019, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 15% per annum, which is a total of approximately $245,700 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $450,000 secured short-term note issued on December 14, 2019, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 15% per annum, which is a total of approximately $357,700 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $100,000 secured short-term note issued on March 16, 2020, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 14% per annum, which is a total of approximately $70,600 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $50,000 secured short-term note issued on March 17, 2020, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 14% per annum, which is a total of approximately $35,300 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $220,000 secured short-term note issued on July 8, 2020, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 15% per annum, which is a total of approximately $156,100 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $120,000 secured short-term note issued on August 18, 2020, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 15% per annum, which is a total of approximately $83,100 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $280,000 secured short-term note issued on September 3, 2020, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 15% per annum, which is a total of approximately $192,200 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $500,000 secured short-term note issued on August 15, 2022, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 10% per annum, which is a total of approximately $131,200 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $100,000 secured short-term note issued on July 20, 2022, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 10% per annum, which is a total of approximately $21,600 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $500,000 secured long-term note issued on July 13, 2018, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 20% per annum, which is a total of approximately $671,800 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $350,000 secured short-term note issued on January 20, 2023, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $61,400 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $300,000 secured short-term note issued on March 10, 2023, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $49,400 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $200,000 secured short-term note issued on May 16, 2023, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $29,800 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $150,000 secured short-term note issued on January 31, 2024, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $14,000 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $30,000 secured short-term note issued on March 27, 2024, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $2,400 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $200,000 secured short-term note issued on April 12, 2024, was past due as of April 11, 2025, before the date of the filing of this report. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $15,500 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

The $12,000 secured short-term note issued on February 21, 2025, was past due as of March 31, 2025. We are continuing to accrue interest at the stated rate of 8% per annum, which is a total of approximately $100 as of the date of this report, until the loan is paid in full, or an extension agreement is reached with the lender. We are in on-going discussions with our lenders regarding the terms and conditions of the respective loans. Although we have not obtained a written waiver(s) or entered into an amendment(s) formally extending or revising debt terms in all instances, the lenders, most of whom are also shareholders, have and are continuing to cooperate with the company in order to resolve the matters in the best interest of all parties.

ITEM 4. MINE SAFETY DISCLOSURES

Not Applicable.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

EXHIBIT INDEX

31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934
32.1**	Certification of Principal Executive Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted 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 (embedded within the Inline XBRL document)

* Filed herewith.

** This certification is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended or the Exchange Act.

*** Pursuant to applicable securities laws and regulations, these interactive data files will not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liability of that section, nor will they be deemed filed or made a part of a registration statement or prospectus for purposes of Sections 11 and 12 of the Securities Act of 1933, or otherwise subject to liability under those sections.

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.

Dated: June 17, 2025

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

By *\/s/ J. John Combs III*

J. John Combs III
Chief Executive Officer with Responsibility to sign on behalf of Registrant as a duly authorized officer and principal executive officer

By */s/ Clark Knopik*

Clark Knopik
Interim Chief Financial Officer with responsibility to sign on behalf of Registrant as a duly authorized officer and principal financial officer

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, J. John Combs III, certify that:

1. I have reviewed this Form 10-Q for the period ended March 31, 2025, of Strategic Environmental & Energy Resources, 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.

Dated: June 17, 2025

/s/ J. John Combs III
J. John Combs III
President and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Clark Knopik, certify that:

1. I have reviewed this Form 10-Q for the period ended March 31, 2025, of Strategic Environmental & Energy Resources, 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.

Dated: June 17, 2025

/s/ Clark Knopik
Clark Knopik
Interim Chief Executive Officer

EXHIBIT 32.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the "Company") Quarterly Report on Form 10-Q for the period ended March 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, J. John Combs III, Chief Executive 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, to the best of my knowledge:

(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 consolidated financial condition and results of operations of the Company.

Dated: June 17, 2025

/s/ J. John Combs III
J. John Combs III
President and Chief Executive Officer

EXHIBIT 32.2

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER
Pursuant to 18 U.S.C. 1350
(Section 906 of the Sarbanes-Oxley Act of 2002)

In connection with the Strategic Environmental & Energy Resources, Inc. (the “Company”) Quarterly Report on Form 10-Q for the period ended March 31, 2025, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Clark Knopik, Interim Chief 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, to the best of my knowledge:

(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 consolidated financial condition and results of operations of the Company.

Dated: June 17, 2025

/s/ Clark Knopik
Clark Knopik
Interim Chief Financial Officer