

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

FORM 10-Q

(Mark One)

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

For the quarterly period ended May 31, 2010

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

For the transition period from _____ to _____

Commission File Number: None

Security Devices International, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

Applied For

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2171 Avenue Rd., Suite 103
Toronto, Ontario Canada M5M 4B4

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number including area code: (416) 787-1871

N/A

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

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (ss.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, or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Larger accelerated filer Accelerated filer
Non-accelerated filer Smaller reporting company

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 16,745,050 shares outstanding as of May 31, 2010.

SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)

INTERIM FINANCIAL STATEMENTS
MAY 31, 2010
(Amounts expressed in US Dollars)
(Unaudited)

SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
INTERIM FINANCIAL STATEMENTS
MAY 31, 2010
(Amounts expressed in US Dollars)
(Unaudited)

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Interim Balance Sheets
As at May 31, 2010 and November 30, 2009
(Amounts expressed in US Dollars)

	May 31, 2010	November 30, 2009	
	----- (unaudited)	----- (audited)	
ASSETS	\$	\$	
CURRENT			
Cash	892	55,431	
Prepaid expenses and other	-----	14,962	31,172
	-----	-----	
Total Current Assets	15,854	86,603	
Plant and Equipment, net (Note 4)	-----	25,436	29,924
	-----	-----	
TOTAL ASSETS	-----	41,290	116,527
	-----	-----	
LIABILITIES			
CURRENT LIABILITIES			
Accounts payable and accrued liabilities	877,235	691,729	
Advances from a non-related party (note 9)	50,000	-	
Due to related parties (note 7)	32,250	-	
	-----	-----	
Total Current Liabilities	959,485	691,729	
	-----	-----	
Going Concern (note 2)			
Related Party Transactions (note 7)			
Commitments (note 8)			

Subsequent events (note 10)

STOCKHOLDERS' DEFICIT

Capital Stock (Note 5)			
Preferred stock, \$0.001 par value, 5,000,000 shares authorized, Nil issued and outstanding (2009 - nil)			
Common stock, \$0.001 par value 50,000,000 shares authorized, 16,745,050 issued and outstanding (2009 - 15,235,050)	16,745	15,235	
Additional Paid-In Capital	13,986,860	13,463,251	
Deficit Accumulated During the Development Stage (14,921,800)	(14,921,800)	(14,053,688)	
	-----	-----	
Total Stockholders' Deficit	(918,195)	(575,202)	
	-----	-----	
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	41,290	116,527	
	-----	-----	

See condensed notes to the interim financial statements.

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SECURITY DEVICES INTERNATIONAL, INC.

(A Development Stage Enterprise)

Statements of Operations

For the Six Months and Three Months Ended May 31, 2010

and May 31, 2009 and the Period from inception

(March 1, 2005) to May 31, 2010 (Amounts expressed in US

Dollars) (Unaudited- Prepared by Management)

<TABLE>

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	<C>	<C>	<C>	<C>	<C>
	For the	For the	For the	For the	
	six months	six months	three months	three months	
	Cumulative	ended	ended	ended	ended
	Since	May 31,	May 31,	May 31,	May 31,
	inception	2010	2009	2010	2009
	\$	\$	\$	\$	

OPERATING EXPENSES:

Research and Product

Development Cost 6,977,494 431,221 1,152,676 160,008 616,283

Amortization 25,085 4,488 4,142 2,244 2,164

General and administration

(note 6) 8,191,815 432,403 447,771 159,320 174,510

TOTAL OPERATING EXPENSES 15,194,394 868,112 1,604,589 321,572 792,957

LOSS FROM OPERATIONS (15,194,394) (868,112) (1,604,589) (321,572) (792,957)

Other Income-Interest 272,594 -- 3,054 -- --

LOSS BEFORE INCOME TAXES (14,921,800) (868,112) (1,601,535) (321,572) (792,957)

Income taxes -- -- -- -- --

NET LOSS (14,921,800) (868,112) (1,601,535) (321,572) (792,957)

Loss per share - basic

and diluted (0.05) (0.11) (0.02) (0.06)

Weighted average common shares outstanding	16,462,962	14,447,050	16,745,050	14,447,050
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See condensed notes to the interim financial statements.

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Interim Statement of Cash Flows
For the Six Months Ended May 31, 2010 and May 31, 2009
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

	For the six months ended May 31, 2010	For the six months ended May 31, 2009
Cumulative since inception (March 1, 2005)		
\$	\$	\$

CASH FLOWS FROM OPERATING ACTIVITIES

Net loss for the period	(14,921,800)	(868,112)	(1,601,535)
Items not requiring an outlay of cash:			
Issue of shares for professional services	154,000	-	-
Stock based compensation (included in general and administration expenses)	5,012,238	106,819	114,688
Compensation expense for warrants issued (Included in general and administration expenses)	361,317	-	-
Loss on cancellation of common stock	34,400	-	-
Amortization	25,085	4,488	4,142
Changes in non-cash working capital:			
Prepaid expenses and other	(14,962)	16,210	15,667
Due to related parties	32,250	32,250	-
Accounts payable and accrued liabilities	877,235	185,506	3,297

NET CASH USED IN OPERATING ACTIVITIES (8,440,237) (522,839) (1,463,741)

CASH FLOWS FROM INVESTING ACTIVITIES

Acquisition of Plant and Equipment	(50,521)	-	(3,442)
------------------------------------	----------	---	---------

NET CASH USED IN INVESTING ACTIVITIES (50,521) - (3,442)

CASH FLOWS FROM FINANCING ACTIVITIES

Net proceeds from issuance of common shares	8,324,150	357,500	-
Stock subscriptions received	50,000	50,000	-
Cancellation of common stock	(50,000)	-	-
Advances from a non related party	50,000	50,000	-
Exercise of stock options	117,500	10,800	-

NET CASH PROVIDED BY FINANCING ACTIVITIES 8,491,650 468,300 -

NET INCREASE (DECREASE) IN CASH

FOR THE PERIOD	892	(54,539)	(1,467,183)
Cash, beginning of period	-	55,431	2,167,699

CASH, END OF PERIOD	892	892	700,516
INCOME TAXES PAID	-	-	-
INTEREST PAID	-	-	-

See condensed notes to the interim financial statements

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Interim Statement of Changes in Stockholders' Equity
Six months ended May 31, 2010 and for Period from Inception (March 1, 2005) to
November 30, 2009.
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

<TABLE>

<S>	<C>	<C>	<C>	<C>	<C>
	Number of Common Shares	Common Shares amount \$	Additional Paid-in Capital \$	Deficit Accumulated During Development Stage \$	Total
Balance as of March 1, 2005	-	-	-	-	-
Issuance of Common shares for professional services	6,525,000	6,525	58,725	-	65,250
Issuance of common shares for cash	397,880	398	99,072	-	99,470
Net loss for the period	-	-	(188,699)	(188,699)	
Balance as of November 30, 2005	6,922,880	6,923	157,797	(188,699)	(23,979)
Issuance of common shares for cash	956,000	956	94,644	-	95,600
Issuance of common shares for cash	286,000	286	49,764	-	50,050
Issuance of common shares to consultant for services	50,000	50	8,700	-	8,750
Issuance of common shares for cash	2,000,000	2,000	398,000	-	400,000
Exercise of stock options	950,000	950	94,050	-	95,000
Issuance of common shares for cash (net of agent commission)	200,000	200	179,785	-	179,985
Stock subscriptions received	-	-	1,165,500	-	1,165,500
Stock based compensation	-	-	1,049,940	-	1,049,940
Net loss for the year	-	-	(1,660,799)	(1,660,799)	
Balance as of November 30, 2006	11,364,880	11,365	3,198,180	(1,849,498)	1,360,047
Issuance of common shares for stock Subscriptions received in prior year	1,165,500	1,165	(1,165)	-	-
Issuance of common shares for cash	1,170,670	1,171	1,169,499	-	1,170,670
Issuance of common shares for cash and services	50,000	50	154,950	155,000	
Issuance of common shares for cash (net of expenses)	2,139,000	2,139	4,531,236	4,533,375	
Cancellation of stock	(1,560,000)	(1,560)	(14,040)	(15,600)	
Stock based compensation	-	-	2,446,433	2,446,433	
Issue of warrants	-	-	357,094	357,094	
Net loss for the year	-	-	(4,827,937)	(4,827,937)	
Balance as of November 30, 2007	14,330,050	14,330	11,842,187	(6,677,435)	5,179,082
Exercise of stock options	117,000	117	11,583	-	11,700
Stock based compensation	-	-	1,231,056	-	1,231,056

Net loss for the year	-	-	-	(4,401,786)	(4,401,786)	
Balance as of November 30, 2008	14,447,050	14,447	13,084,826	(11,079,221)	2,020,052	
Issuance of common shares for cash	788,000	788	196,212		197,000	
Stock based compensation	-	-	177,990	-	177,990	
Compensation expense for warrants			4,223		4,223	
Net loss for the year	-	-	-	(2,974,467)	(2,974,467)	
Balance as of November 30, 2009	15,235,050	15,235	13,463,251	(14,053,688)	(575,202)	
Issuance of common shares for cash	1,510,000	1,510	355,990		357,500	
Stock subscriptions received			60,800		60,800	
Stock based compensation			106,819		106,819	
Net loss for the period				(868,112)	(868,112)	
Balance as of May 31, 2010	16,745,050	16,745	13,986,860	(14,921,800)	(918,195)	

</TABLE>

See condensed notes to the interim financial statements

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed financial statements have been prepared in accordance with the instructions to Form 10-Q and therefore do not include all information and footnotes necessary for a fair presentation of financial position, results of operations and cash flows in conformity with U.S. generally accepted accounting principles (GAAP); however, such information reflects all adjustments (consisting solely of normal recurring adjustments), which are, in the opinion of management, necessary for a fair statement of the results for the interim periods.

The condensed financial statements should be read in conjunction with the financial statements and Notes thereto together with management's discussion and analysis of financial condition and results of operations contained in the Company's annual report on Form 10-K for the year ended November 30, 2009. In the opinion of management, the accompanying condensed financial statements reflect all adjustments of a normal recurring nature considered necessary to fairly state the financial position of the Company at May 31, 2010, the results of its operations for the six -and three-month periods ended May 31, 2010 and May 31, 2009, and its cash flows for the six -month periods ended May 31, 2010 and May 31, 2009. In addition, some of the Company's statements in this quarterly report on Form 10-Q may be considered forward-looking and involve risks and uncertainties that could significantly impact expected results. The results of operations for the six -month period ended May 31, 2010 are not necessarily indicative of results to be expected for the full year.

The Company was incorporated under the laws of the state of Delaware on March 1, 2005.

2. NATURE OF OPERATIONS AND GOING CONCERN

The Company has completed the development of a fully operational 40MM long range LEKTROX, a unique line of wireless electric ammunition for use in military, homeland security, law enforcement, and professional and home security scenarios and the Company is now planning for a production line. LEKTROX has been specially designed for use with standard issue riot guns and M203 grenade launchers. This will allow military, law enforcement

agencies etc. to quickly deploy LEKTROX without the need for lengthy, complex training methods or significant functional adjustments to vehicles or personal equipment. Simplicity of use is also a key benefit for the home security market where most users have little or no specialized training. LEKTROX is a 3rd generation electric solution. First generation solutions were electric batons and hand-held

SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

2. NATURE OF OPERATIONS-Cont'd

stun guns which had a range of an arm's length. 2nd generations were the wired electric charge solutions. 3rd generations are the wireless electric bullets.

The Company's financial statements are presented on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The Company has no source for operating revenue and expects to incur expenses before establishing operating revenue. The Company has a need for additional working capital to fund its operating expenses and for the economic production of LEKTROX, which is currently being evaluated by the US Military. The Company's future success is dependent upon its continued ability to raise sufficient capital to fund operating expenses and the economic production of LEKTROX. This raises substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from this uncertainty. In order to finance the continued development, the Company is working towards raising of appropriate capital in the near future. During the year ended November 30, 2009, the Company raised \$197,000 through issue of common shares and warrants. The Company further raised an additional \$357,500 net through the issue of common shares during the quarter ended February 28, 2010 and an additional \$60,800 during the quarter ended May 31, 2010. Subsequent to the quarter ended May 31, 2010, the Company raised an additional \$300,000

The Company has incurred a loss of \$ 868,112 during the six month period ended May 31, 2010 primarily due to its research and development activities. At May 31, 2010, the Company had an accumulated deficit during the development stage of \$14,921,800 which includes a non-cash stock based compensation expense of \$5,012,238 and compensation expense for warrants for \$361,317.

3. RESEARCH AND PRODUCT DEVELOPMENT

Research and Product Development costs, including acquired research and product development costs, are charged against income in the period incurred.

SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

4. PLANT AND EQUIPMENT, NET

Plant and equipment are recorded at cost less accumulated depreciation. Depreciation is provided commencing in the month following acquisition using the following annual rate and method:

Computer equipment 30% declining balance method
 Furniture and Fixtures 30% declining balance method

	May 31, 2010		November 30, 2009	
	Accumulated		Accumulated	
	Cost	Amortization	Cost	Amortization
	\$	\$	\$	\$
Computer equipment	35,211	17,278	35,211	14,113
Furniture and fixtures	15,310	7,807	15,310	6,484
	50,521	25,085	50,521	20,597
Net carrying amount	\$25,436		\$29,924	

5. CAPITAL STOCK

a) Authorized

50,000,000 Common shares, \$0.001 par value

And

5,000,000 Preferred shares, \$0.001 par value

The Company's Articles of Incorporation authorize its Board of Directors to issue up to 5,000,000 shares of preferred stock. The provisions in the Articles of Incorporation relating to the preferred stock allow the directors to issue preferred stock with multiple votes per share and dividend rights which would have priority over any dividends paid with respect to the holders of SDI's common stock.

SECURITY DEVICES INTERNATIONAL, INC.
 (A Development Stage Enterprise)
 Condensed Notes to Interim Financial Statements
 May 31, 2010
 (Amounts expressed in US Dollars)
 (Unaudited-Prepared by Management)

b) Issued

16,745,050 Common shares

c) Changes to Issued Share Capital

Year ended November 30, 2009

On August 19, 2009 the Company sold 788,000 units to a group of private investors. Each unit consisted of one share of common stock and one warrant. Each warrant allows the holder to purchase one share of the Company's common stock at a price of \$0.50 per share at any time prior to June 15, 2010. The shares were sold at a price of \$0.25 per unit. The shares of common stock are, and any shares issuable upon the exercise of warrants will be, restricted securities, as that term is defined in Rule 144 of the Securities and Exchange Commission. The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 in connection

Six month period ended May 31, 2010

On January 4, 2010 the Company completed the placement for 1,510,000 common shares to private investors. The shares were sold at a price of \$0.25 per common share for a total consideration of \$377,500. The Company paid \$20,000 as finder's fees. The shares of common stock are restricted securities, as that term is defined in Rule 144 of the Securities and Exchange Commission. The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 in this connection.

In April, 2010 the Company received subscription for 250,000 common shares at a price of \$0.20 per common share from a private investor.

In May, 2010, the Company received \$10,800 being the exercise of options to acquire 108,000 common shares at an exercise price of \$0.10 per common share.

6. STOCK BASED COMPENSATION

On December 4, 2009, the Company approved the reduction of the exercise price of 300,000 outstanding options which had earlier been issued at a price of \$0.50 to a new option price of \$0.25 per share, with all other terms of the original grant remaining the

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

6. STOCK BASED COMPENSATION-Cont'd

same. The Company expensed this additional non-cash stock based compensation expense relating to this modification for \$6,534. The fair value of each option used for the purpose of estimating the stock compensation is calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk free rate	2.61%
Expected dividends	0%
Forfeiture rate	0%
Volatility	173.24%
Exercise price	\$0.25
Increase in fair value due to reduction in exercise price of options	\$0.02
Market price of Company's common stock on date of reduction in exercise price	\$0.25
Stock-based compensation cost expensed	\$6,534

On December 4, 2009, the Company approved the extension of the expiration of 2,900,000 outstanding options from their initial expiry date ranging from November 2011 to April 2013 to a new expiration date of June 30, 2014 with all other terms of the original grant remaining the same. The Company expensed this additional non-cash stock based compensation expense relating to this modification for \$63,282. The fair value of each option used for the purpose of estimating the stock compensation is calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk free rate	2.61%
Expected dividends	0%
Forfeiture rate	0%
Volatility	173.24%
Stock-based compensation cost expensed	\$63,282

On January 4, 2010, the board of directors granted options to a director to acquire 100,000 common shares at an exercise price of \$0.25 per share. All

of these options vested immediately and have an expiry of five years. The Company expensed stock based compensation cost of \$23,677. The fair value of each option used for the purpose of estimating the stock compensation is calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

6. STOCK BASED COMPENSATION-Cont'd

Risk free rate	2.61%	
Expected dividends	0%	
Forfeiture rate	0%	
Volatility	170.69%	
Market price of Company's common stock on date of grant of options	\$0.25	
Stock-based compensation cost expensed		\$23,677

On May 20, 2010, the Company approved the extension of the expiration of 50,000 outstanding options from their initial expiry date from May 21, 2010 to a new expiration date of June 30, 2014 and a reduction in the exercise price of the options from \$0.50 to \$0.25 with all other terms of the original grant remaining the same. The Company expensed this additional non-cash stock based compensation expense relating to this modification for \$13,326. The fair value of each option used for the purpose of estimating the stock compensation is calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

Risk free rate	2.61%	
Expected dividends	0%	
Forfeiture rate	0%	
Volatility	166.16%	
Stock-based compensation cost expensed		\$13,326

As of May 31, 2010 there was \$Nil of unrecognized expense related to non-vested stock-based compensation arrangements granted.

7. RELATED PARTY TRANSACTIONS

- a) A Company Director has charged the Company a total amount of \$1,500 for providing office space during the six month period ended May 31, 2010.
- b) The directors were compensated from January 1, 2010 as per their consulting agreements with the Company. During the quarter ended February 28, 2010, one director was paid \$21,500 as consulting fee and \$3,000 as automobile allowance; one director was paid \$17,750 as consulting fee and \$2,000 as automobile allowance; one director was paid \$16,500 as consulting fee and \$2,000 as automobile allowance. During the quarter ended May 31, 2010, the Company expensed \$58,500 being remuneration for directors, including a director who

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SECURITY DEVICES INTERNATIONAL, INC.
(A Development Stage Enterprise)
Condensed Notes to Interim Financial Statements
May 31, 2010
(Amounts expressed in US Dollars)
(Unaudited-Prepared by Management)

7. RELATED PARTY TRANSACTIONS-Cont'd

resigned May 30, 2010. As of May 31, 2010, \$32,250 was owed to the existing directors.

c) On December 4, 2009 the board of directors approved extension of the expiration of outstanding options from their initial expiry date to a new expiration date of June 30, 2014 with all other terms of the original grant remaining the same.

1. Extension of the expiration of 1,150,000 outstanding options already issued to three directors from their initial expiry date to a new expiration date of June 30, 2014
2. Extension of the expiration of 300,000 outstanding options already issued to an officer from their initial expiry date to a new expiration date of June 30, 2014.

Stock based compensation cost relating to the extension in the expiry date of the outstanding options issued to three directors and an officer, as above, amounting to \$30,213 has been expensed to general and administration expense.

d) On January 4, 2010, the board of directors granted options to a director to acquire 100,000 common shares at an exercise price of \$0.25 per share. All of these options vested immediately and have an expiry of five years. The Company expensed stock based compensation cost of \$23,677.

8. COMMITMENTS

a) On January 1, 2010, the Company's directors renewed consulting agreements with three of the Company's officers on the following terms:

Name	Monthly Consulting Fees for February through December 2010	Car Allowance	Expiration of Consulting Agreement
Sheldon Kales (resigned May 30, 2010)	\$6,500	--	12-31-2010
Boaz Dor	\$6,500	--	12-31-2010
Gregory Sullivan	\$6,500	--	12-31-2010

SECURITY DEVICES INTERNATIONAL, INC.
 (A Development Stage Enterprise)
 Condensed Notes to Interim Financial Statements
 May 31, 2010
 (Amounts expressed in US Dollars)
 (Unaudited-Prepared by Management)

8. COMMITMENTS-Cont'd

b) On November 30, 2009, the Company entered into a Memorandum of Understanding ("MOU") with its research and development service contractor ("the contractor"). This MOU covers various alternatives to the Company to settle the liability to the contractor in the amount of \$658,932 as at November 30, 2009. Should the Company become insolvent, or is unable to continue operations, or is unable to pay the contractor pursuant to the MOU, then it will grant the contractor an exclusive, irrevocable, worldwide, assignable, sub licensable, perpetual license to further develop and to market the Company's electric bullet and BIP technology. The Company will negotiate a royalty in the event of granting such rights to the contractor.

9. ADVANCE FROM A NON RELATED PARTY

The Company received an interest-free advance of \$50,000 which is unsecured and payable on demand. This advance was repaid in full subsequent to the period ended May 31, 2010. (See note 10)

10. SUBSEQUENT EVENTS

On June 1, 2010 the Company sold 1,000,000 shares of common stock to a private investor at a price of \$0.20 per share. The shares of common stock are restricted securities, as that term is defined in Rule 144 of the Securities and Exchange Commission. The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 in connection with the sale of these securities.

In June 2010, the Company received subscription for 500,000 common shares at a price of \$0.20 per share for a total consideration of \$100,000 from a private investor.

In June 2010, the Company repaid the loan of \$50,000 from a non related party.

In June 2010, the board of directors granted options to a director to acquire 350,000 common shares, two directors to acquire 50,000 common shares each and to a consultant to acquire 35,000 common shares. All these 485,000 options were issued at an exercise price of \$0.20 per share and vest immediately with an expiry term of five years. Stock based compensation cost of \$119,368 will be expensed in the third quarter of 2010.

Management's Discussion and Analysis of Financial Condition and Results of Operation

SDI was incorporated on March 1, 2005 and for the period from inception to May 31, 2010 has not generated any revenue.

During the three and six months ended May 31, 2010:

- o Research and Product Development expenses were lower since the development of the Company's products was nearing completion.
- o General and administrative expenses were comparable with the prior periods.

During the period from inception (March 1, 2005) through May 31, 2010 SDI's operations used \$8,440,237 in cash. During this period SDI:

- o purchased \$50,521 of equipment;
- o raised \$8,324,150 (net) from the sale of shares of its common stock;
- o raised \$117,500 from two of its officers and directors and a former officer and director upon the exercise of options to purchase 1,175,000 shares of common stock; and
- o borrowed \$50,000 from an unrelated third party.

In August 2009 SDI sold, in a private offering, 788,000 Units at a price of \$0.25 per Unit. Each Unit consisted of one share of SDI's common stock and one warrant. Each warrant allows the Holder to purchase one additional share of SDI's common stock at a price of \$0.50 per share at any time on or before June 15, 2010.

On January 4, 2010 SDI sold 1,510,000 common shares to private investors. The shares were sold at a price of \$0.25 per common share for a total consideration of \$377,500.

In April, 2010 SDI received a subscription from a private investor for the sale of 250,000 common shares at a price of \$0.20 per share.

In May, 2010, SDI received \$10,800 from the exercise of options to acquire

108,000 common shares at a price of \$0.10 per share.

On May 30, 2010 Sheldon Kales resigned as a director of SDI and as SDI's Principal Executive Officer.

On May 30, 2010 Gregory Sullivan was appointed as SDI's President and Principal Executive Officer.

On June 8, 2010 Harry Walters and Patrick Bryan were appointed directors of SDI.

As of May 31, 2010 SDI had developed a fully operational Long Range LEKTROX (40MM) and was planning a production line.

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On June 1, 2010 SDI sold 1,000,000 shares of common stock to a private investor at a price of \$0.20 per share.

SDI anticipates that its capital requirements for the twelve-month period ending May 31, 2011 will be:

Development and Preproduction costs	\$1,500,000
General and Administrative Expenses	375,000

Total	<u><u>\$1,875,000</u></u>

Other than the foregoing, SDI did not have any material future contractual obligations or off balance sheet arrangements as of May 31, 2010.

SDI does not have any commitments or arrangements from any persons to provide SDI with any additional capital it may need. Without additional capital SDI will not be able to fund its anticipated capital requirements outlined above.

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PART II

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

In January 2010 SDI sold, in a private offering, 1,510,000 shares of its common stock at a price of \$0.25 per share. SDI paid \$20,000 as finder's fees in connection with the sale of these shares.

In April, 2010 SDI received a subscription from a private investor for the sale of 250,000 common shares at a price of \$0.20 per share.

In May, 2010, SDI received \$10,800 from the exercise of options to acquire 108,000 common shares at a price of \$0.10 per share.

SDI relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 in connection with the sale of these securities. The investor which acquired the shares was sophisticated and was provided with full information regarding SDI. There was no general solicitation in connection with the offer or sale of the securities. The investor which acquired these securities acquired them for its own account. The certificate representing these securities bears a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration. No commission or other form of remuneration was given to any person in connection with the sale of these securities.

Item 4. Controls and Procedures.

(a) SDI maintains a system of controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended ("1934 Act"), is recorded, processed, summarized and reported, within time periods specified in the SEC's

rules and forms and to ensure that information required to be disclosed by SDI in the reports that it files or submits under the 1934 Act, is accumulated and communicated to SDI's management, including its Principal Executive Officer and Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of May 31, 2010, SDI's Principal Executive Officer and Principal Financial Officer evaluated the effectiveness of the design and operation of SDI's disclosure controls and procedures. Based on that evaluation, SDI's Principal Executive Officer and Principal Financial Officer concluded that SDI's disclosure controls and procedures were effective.

(b) Changes in Internal Controls. There were no changes in SDI's internal control over financial reporting during the quarter ended May 31, 2010, that materially affected, or are reasonably likely to materially affect, its internal control over financial reporting.

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Item 6. Exhibits

Exhibits

- 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Gregory Sullivan.
- 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for Rakesh Malhotra.
- 32 Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for Gregory Sullivan and Rakesh Malhotra.

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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.

SECURITY DEVICES INTERNATIONAL, INC.

Date: July 14, 2010

By: /s/ Gregory Sullivan

Gregory Sullivan, President and
Principal Executive Officer

Date: July 14, 2010

By: /s/ Rakesh Malhotra

Rakesh Malhotra, Principal Financial
and Accounting Officer

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EXHIBIT 31

CERTIFICATIONS

I, Gregory Sullivan, certify that;

1. I have reviewed this quarterly report on Form 10-Q of Security Devices International, 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, no misleading with respect to the period covered by the 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 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 make 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 provided 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.

July 14, 2010

/s/ Gregory Sullivan

Gregory Sullivan,
Principal Executive Officer

CERTIFICATIONS

I, Rakesh Malhotra, certify that;

1. I have reviewed this quarterly report on Form 10-Q of Security Devices International, 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, no misleading with respect to the period covered by the 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 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 make 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 provided 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.

July 14, 2010

/s/ Rakesh Malhotra

Rakesh Malhotra,
Principal Financial Officer

EXHIBIT 32

In connection with the quarterly report of Security Devices International, Inc., (the "Company") on Form 10-Q for the quarter ended May 31, 2010 as filed with the Securities and Exchange Commission (the "Report") Gregory Sullivan, the Principal Executive Officer of the Company and Rakesh Malhotra, the Principal Financial Officer of the Company, certify pursuant to 18 U.S.C. Sec. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operation of the company.

July 14, 2010

/s/ Gregory Sullivan

Gregory Sullivan, Principal Executive
Officer

July 14, 2010

/s/ Rakesh Malhotra

Rakesh Malhotra, Principal Financial
Officer