

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>McClellan Troy</u>  (Last) (First) (Middle) <u>74-4100 SALISH DR</u>  (Street) <u>VANCOUVER, A1</u> <u>V6N 3M2</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>07/08/2021</u>	3. Issuer Name and Ticker or Trading Symbol <u>AGRIFORCE GROWING SYSTEMS LTD. [ AGRI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, AgriFORCE Solutions</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common shares</u>	<u>437,120</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock options</u>	<u>(1)</u>	<u>06/30/2026</u>	<u>Common shares</u>	<u>51,119<sup>(2)</sup></u>	<u>3.71<sup>(3)</sup></u>	<u>D</u>
<u>Stock options</u>	<u>(4)</u>	<u>05/31/2026</u>	<u>Common shares</u>	<u>55,445<sup>(2)</sup></u>	<u>7</u>	<u>D</u>
<u>Stock options</u>	<u>(5)</u>	<u>11/18/2027</u>	<u>Common shares</u>	<u>49,812<sup>(2)</sup></u>	<u>1.14</u>	<u>D</u>

## Explanation of Responses:

- The shares subject to such option vest and become exercisable annually in substantially equal installments over a two-year period, with the first tranche vested at the date of grant of June 30, 2020, subject to the Reporting Person's continuous service to the Issuer on each such date.
- If permitted by the policies of any stock exchange on which the Issuer may be listed from time to time, the stock option may be exercised by means of a "cashless exercise", in which event the Issuer shall issue to the holder the net number of common shares determined based on the formula presented in the exhibit to the stock option certificate
- The exercise price reported above was converted from the Canadian exercise price of CAD \$4.75 using an exchange rate of CAD \$1.28 = US \$1.00.
- The shares subject to such option vest and become exercisable annually in substantially equal installments over a three-year period, with the first tranche to be vested on the three-month anniversary of date of grant of May 31, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.
- The shares subject to such option vest and become exercisable annually in substantially equal installments over a three-year period, with the first tranche to be vested on the three-month anniversary of date of grant of November 18, 2022, subject to the Reporting Person's continuous service to the Issuer on each such date.

/s/ Troy McClellan01/09/2023

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.