

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

**AMENDMENT NO. 2 TO FORM S-1**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**AGRIFORCE GROWING SYSTEMS LTD.**

(Exact name of registrant as specified in its charter)

British Columbia

(State or other jurisdiction of incorporation or organization)

Not applicable.

I.R.S. Employer Identification Number

3420

(Primary Standard Industrial Classification Code Number)

**300 – 2233 Columbia Street  
Vancouver, BC, Canada**  
(Address of principal executive offices)

**V5Y 0M6**  
(Zip Code)

**(604) 757-0952**

(Telephone Number)

**Jolie Kahn, Esq.**

**12 E. 49<sup>th</sup> Street, 11<sup>th</sup> floor**

**New York, NY 10017**

**(516) 217-6379**

*(Address, including zip code, and telephone number,  
including area code, of agent for service)*

Copies to:

Jolie Kahn, Esq.

12 E. 49th Street, 11th floor

New York, NY 10017

Phone: (516) 217-6379

Fax: (866) 705-3071

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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”, “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

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

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

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.**

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further**

amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission (the "Commission"), acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE: This Amendment No. 2 to Registration Statement on Form S-1 is being filed with the SEC merely to update Exhibit 23.1, Consent of Auditor, to a date within 30 days prior to the date of this Amendment No. 2 to Registration Statement on Form S-1.

#### Item 16. Exhibits.

##### Exhibit

The exhibit listed below is filed or incorporated by reference as part of this Registration Statement on Form S-1.

Exhibit Number	Description of Document
23.1	<a href="#">Consent of Marcum, LLP (filed herewith)</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-1 and has duly caused this registration statement or Amendment thereto to be signed on its behalf by the undersigned, thereunto duly authorized, in Vancouver, BC, Canada, on May 3, 2023.

##### AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Ingo Mueller  
Name: Ingo Mueller  
Title: Chief Executive Officer and President and Director

By: /s/ Richard Wong  
Name: Richard Wong  
Title: Chief Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Ingo Mueller</u> Ingo Mueller	Chief Executive Officer and Executive Chairman and Director (Principal Executive Officer)	May 3, 2023
<u>/s/ Richard Wong</u> Richard Wong	Chief Financial Officer (Principal Financial and Accounting Officer)	May 3, 2023
<u>/s/ John Meekison</u> John Meekison	Director	May 3, 2023
<u>/s/ David Welch</u> David Welch	Director	May 3, 2023
<u>/s/ Richard Levychin</u> Richard Levychin	Director	May 3, 2023
<u>/s/ Amy Griffith</u> Amy Griffith	Director	May 3, 2023

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM'S CONSENT

We consent to the incorporation by reference in this Registration Statement of AgriFORCE Growing Systems Ltd. on Form S-1 Amendment No. 2 (File No. 333-269669) of our report dated March 13, 2023, which includes an explanatory paragraph as to the Company's ability to continue as a going concern, with respect to our audits of the consolidated financial statements of AgriFORCE Growing Systems Ltd. as of December 31, 2022 and 2021 and for the years ended December 31, 2022 and 2021 appearing in the Annual Report on Form 10-K of AgriFORCE Growing Systems Ltd. for the year ended December 31, 2022. We also consent to the reference to our firm under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

Our report on the consolidated financial statements refers to a change in the method of accounting for leases effective January 1, 2022.

/s/ Marcum LLP

Marcum LLP  
Costa Mesa, California  
May 3, 2023

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