

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

**FORM 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 7, 2023

**AGRIFORCE GROWING SYSTEMS, LTD.**

(Exact Name of Registrant as Specified in Charter)

British Columbia (State or other jurisdiction of incorporation)	001-40578 (Commission File Number)	(IRS Employer Identification No.)
300 - 2233 Columbia Street Vancouver, BC, (Address of principal executive offices)		V5Y 0M6 (Zip Code)

Registrant's telephone number, including area code: (604) 757-0952

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares	AGRI	The Nasdaq Capital Market
Series A Warrants	AGRIW	The Nasdaq Capital Market

**FORWARD-LOOKING STATEMENTS**

This Form 8-K and other reports filed by Registrant from time to time with the Securities and Exchange Commission (collectively, the "Filings") contain or may contain forward-looking statements and information that are based upon beliefs of, and information currently available to, Registrant's management as well as estimates and assumptions made by Registrant's management. When used in the Filings the words "anticipate," "believe," "estimate," "expect," "future," "intend," "plan" or the negative of these terms and similar expressions as they relate to Registrant or Registrant's management identify forward-looking statements. Such statements reflect the current view of Registrant with respect to future events and are subject to risks, uncertainties, assumptions and other factors relating to Registrant's industry, Registrant's operations and results of operations and any businesses that may be acquired by Registrant. Should one or more of these risks or uncertainties materialize, or should the underlying assumptions prove incorrect, actual results may differ significantly from those anticipated, believed, estimated, expected, intended or planned.

Although Registrant believes that the expectations reflected in the forward-looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

**Item 8.01 Other Information**

AgriForce Growing Systems, Ltd. announced today that it has formed a joint venture with Agrigrada sarl, a Swiss management and consulting company with extensive experience in the agricultural and agro-industrial industries. The joint venture is expected to help maximize AgriFORCE's in-progress acquisition plans. Furthermore, Agrigrada's expertise will help address opportunities in agro-industrial crops and add to AgriFORCE's current knowledge portfolio, while opening the door to certain commercial opportunities in Africa as well as other markets to identify and pursue strategic opportunities to assist in driving sustainable production of plant-based products. Under the agreement, which will be effective upon the completion of filing of the joint venture entity in Belgium, AgriFORCE will have a controlling share of the joint venture.

The attached press release is being released today regarding the matters set forth in this Item 8.01.

**Item 9.01 Exhibits**

99.1 [Press Release Dated June 7, 2023](#)

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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.

Date: June 7, 2023

AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Richard Wong

Name: Richard Wong

Title: CFO

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**AgriFORCE Forms Joint Venture with Agrigrada,  
a Premier Agricultural and Agro-Industrial Consulting Company**

*Joint venture expands AgriFORCE's global reach  
and enables growth opportunities*

**VANCOUVER, British Columbia, June 7, 2023 – AgriFORCE Growing Systems Ltd. (“the Company”) (NASDAQ: AGRI; AGRIW)**, an intellectual property (IP)-focused agtech company dedicated to advancing sustainable cultivation practices and food and plant products, today announced that it has formed a joint venture with Agrigrada sarl, a Swiss management and consulting company with extensive experience in the agricultural and agro-industrial industries. Agrigrada has worked with some of the largest plantation companies in the world and brings know-how in developing and managing sustainable agroforestry projects, including active operations in Africa and the USA.

The joint venture is expected to help maximize AgriFORCE’s in-progress acquisition plans. Furthermore, Agrigrada’s expertise will help address opportunities in agro-industrial crops and add to AgriFORCE’s current knowledge portfolio, while opening the door to certain commercial opportunities in Africa as well as other markets to identify and pursue strategic opportunities to assist in driving sustainable production of plant-based products.

Under the agreement, AgriFORCE will have a controlling share of the joint venture.

Joining the joint venture as part of Agrigrada is Luc Boedt, PhD, a seasoned executive with extensive experience in the agriculture and pharmaceutical industries. Prior to Agrigrada, Mr. Boedt held senior executive positions at SocFin, a leading agribusiness company with operations in Africa, Asia, and South America. During his tenure at SocFin, he was responsible for overseeing the company’s operations in several countries, including Ivory Coast, Ghana, Liberia, Guinea, Congo, Cameroon, Nigeria, Sao Tome, Sierra Leone, Indonesia and Cambodia, and managed relationships with local governments and communities. Under his leadership, the company achieved significant growth in its African operations, with revenues increasing by over 50% and profits increasing by over 70% over the period. Mr. Boedt also played a key role in developing the company’s sustainability strategy, which included initiatives to reduce water usage and increase biodiversity on its plantations.

Luc Boedt commented, “We are excited to partner with AgriFORCE to bring cutting-edge agroforestry technologies to Africa and Southeast Asia. This joint venture will allow us to leverage our experience in sustainable agriculture and work with AgriFORCE to develop new solutions that will benefit farmers and communities across the continent.”

Ingo Mueller, CEO of AgriFORCE, added, “We are highly encouraged by this joint venture and believe it will help us maximize our acquisition strategy and accelerate the development of our business in Africa and Southeast Asia. Given Agrigrada’s successful history and Luc’s impressive background, we believe there are vast opportunities in the industry to leverage Agrigrada’s expertise in sustainable agroforestry and bring cutting-edge technologies to farmers and communities around the world. We look forward to working closely with Luc and his highly skilled team.”

## **ABOUT AGRIFORCE**

AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI; AGRIW) is an agtech company focused on building an integrated agtech platform that combines the best technology, intellectual property, and knowledge to solve an urgent problem – providing the best solutions to help drive sustainable crops and nutritious food for people around the world. The AgriFORCE vision is to be a global leader in delivering plant-based foods and products through an advanced and sustainable agtech platform that makes positive change in the world—from seed to table. Additional information about AgriFORCE is available at: [www.agriforcegs.com](http://www.agriforcegs.com).

## **ABOUT AGRIGRADA**

Agrigrada is a dynamic agri-industrial company dedicated to the development and revitalization of large-scale agricultural projects. With a diverse and skilled multidisciplinary team, boasting extensive expertise across Northern America, Africa, Asia, and Europe, Agrigrada is committed to integrating cutting-edge technologies into the realm of large agricultural plantations, enhance productivity, maximize resource utilization, and foster environmentally friendly practices throughout the industry. Additional information about Agrigrada and its portfolio of projects is available at [www.agrigrada.com](http://www.agrigrada.com).

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Connect with AgriFORCE on LinkedIn: [AgriFORCE Growing Systems Ltd.](https://www.linkedin.com/company/agriforcegs)

*This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Statements other than statements of historical facts included in this press release may constitute forward-looking statements and are not guarantees of future performance, condition or results and involve a number of risks and uncertainties. Actual results may differ materially from those in the forward-looking statements as a result of a number of factors, including those described from time to time in our filings with the Securities and Exchange Commission and elsewhere. The Company undertakes no duty to update any forward-looking statement made herein. All forward-looking statements speak only as of the date of this press release. This announcement is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy securities of the issuer. Any offer to sell or solicitation of an offer to buy securities of the issuer may only be made pursuant to a valid prospectus pursuant to an effective registration statement or pursuant to a valid exemption from registration under the Securities Act of 1933, as amended and the rules and regulations promulgated thereunder.*

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