

**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): November 13, 2024

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)	None (IRS Employer Identification No.)
800-525 West 8th Avenue Vancouver, BC, Canada (Address of principal executive offices)		V5Z 1C6 (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

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

Attached as Exhibit 99.1 is the Company's release which was released as of this date.

Item 9.01 Exhibits

99.1 [Press Release](#)
104 Inline XBRL

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: November 13, 2024

AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Jolie Kahn

Jolie Kahn
Chief Executive Officer

AgriFORCE Provides Program Update Highlighting the Strategic Advancement of its Sustainable Technology Solutions Initiatives

Letter of Intent signed to purchase Alberta, Canada Bitcoin mining facility with 1.2MW capacity and significant opportunity to capture carbon offsets

VANCOUVER, British Columbia, November 13, 2024 (GLOBE NEWSWIRE) — AgriFORCE Growing Systems Ltd. (the “Company”) (NASDAQ: AGRI), an intellectual property focused technology company, provides an update to shareholders highlighting the Company’s ongoing strategic shift toward advancement of its sustainable technology initiatives and its signing of a Letter of Intent (“LOI”) to purchase a Bitcoin mining facility in Alberta, Canada, powered by sustainable energy.

AgriFORCE CEO Jolie Kahn stated, “Our strategic vision remains centered on the pursuit of sustainable technology opportunities that will support the company’s dedication to building long-term shareholder value. To this end, we announce the next phase of our transition, highlighted by the integration of Bitcoin mining solutions and the ancillary environmental and power-generation benefits that result from engaging in that business. We recognize the potential of Bitcoin and other digital currencies in facilitating sustainable financial transactions and intend to utilize 10-20% of our future capital raised to purchase and hold Bitcoin. We look forward to keeping our shareholders informed of our ongoing exploration of additional innovative platforms that align with our dynamic growth strategy.

“Relying upon my experience as general counsel to a recognized Bitcoin mining company and of other team members in this industry, this is our first foray in the crypto space. We have entered into an LOI and paid an initial deposit to purchase a mining facility in Alberta, Canada, with the cost of power generated from captured flare gas estimated at four cents Canadian per kWh. The site has the capacity for 1.2 MW, which we believe will provide the opportunity to generate immediate cash flow for the Company. In addition, we will be using our proprietary technology to set up CEA facilities to capture carbon exhaust to decarbonize and use for sustainable agriculture that we believe will provide further value via carbon offsets and credits and agricultural production.

“We believe that the crypto industry, Bitcoin in particular, provides an opportunity to create valuable assets within the Company, additional financial capital wherewithal as Bitcoin are mined and applied to our balance sheet, and, as we are doing in this pilot, the opportunity to demonstrate the value of our in-house technology to derive additional value and mitigate the environmental effects of data centers. We expect this transaction to be complete in the coming weeks and look forward to providing additional updates to our progress on this aspect of our strategy, as well as future activities,” concluded Kahn.

ABOUT AGRIFORCE

AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI; AGRIW) is a tech company focused on building an integrated platform that combines the best technology, intellectual property, and knowledge to solve an urgent problem – providing the best solutions to help drive value added benefits to our shareholders through use of sustainable technologies. Additional information about AgriFORCE is available at: www.agriforcegs.com.

Follow AgriFORCE on Twitter: [@agriforcegs](https://twitter.com/agriforcegs)

Follow AgriFORCE on Facebook: [AgriFORCE Growing Systems Ltd.](https://www.facebook.com/AgriFORCEGrowingSystemsLtd)

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

Forward-Looking Statements

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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