

**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 28, 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)	(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 1.01 Entry into a Material Definitive Agreement

See Item 2.01 below.

Item 2.01 Completion of Acquisition or Disposition of Assets

On November 28, 2024, AgriForce Growing Systems, Ltd. (the "Company") entered into an agreement with Rivogenix Energy Corp. to acquire and consummated the acquisition of various assets which comprise a bitcoin mining facility in Sturgeon County, Alberta, Canada. The assets were acquired for \$1.5 million in cash from the

Company's own available cashflow and are comprised of a data center and approximately 130 bitcoin miners.

Item 8.01 Other Information

The Company filed a press release on December 3, 2024 regarding the acquisition.

Item 9.01 Exhibit

99.1 [Press Release dated December 3, 2024](#)

Item 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: December 4, 2024

AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Jolie Kahn

Name: Jolie Kahn, CEO

AgriFORCE Growing Systems Acquires Alberta Bitcoin Mining Facility, Unlocking Revolutionary Synergies in Technology, Agriculture, and Sustainability

VANCOUVER, British Columbia, Dec. 03, 2024 (GLOBE NEWSWIRE) — AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI), a leading intellectual property-driven technology company, is pleased to announce the completion of its acquisition of a bitcoin mining facility in Sturgeon County, Alberta, Canada. Acquired for \$1.5 million in cash, this cutting-edge facility represents a cornerstone of AgriFORCE’s integrated strategy, blending sustainable energy, advanced data operations, and innovative agricultural solutions.

A High-Value Opportunity

The facility, powered by 1.2 MW of natural gas energy, currently supports over 130 bitcoin mining units and has the scalability to accommodate up to 250 units. This capability delivers immediate and long-term revenue streams while advancing environmental sustainability through the use of flare natural gas-powered operations. These efficiencies create additional opportunities for income generation by integrating high-yield agricultural initiatives.

Chairman David Welch highlighted the strategic benefits of this acquisition:

“This facility exemplifies our ability to execute on a self-sustaining, scalable business model. By generating revenue from bitcoin mining and seamlessly integrating sustainable agriculture operations, we can offset operational costs and retain the Bitcoin we mine (‘HODL’). This positions us to maximize the future value of our assets while maintaining operational efficiency and financial stability. It’s a forward-looking strategy that aligns perfectly with our commitment to innovation, sustainability, and long-term stakeholder value.”

Revolutionizing Sustainability and Profitability

CEO Jolie Kahn described the transformational potential of the acquisition:

“This acquisition is a game-changer, establishing AgriFORCE as a leader at the intersection of technology, sustainability, and agriculture. By repurposing waste energy from flare gas-powered generators, the facility reduces environmental impact and drives multiple revenue streams, including bitcoin mining and agricultural operations such as micro-greens, red seaweed, and white-legged shrimp farming.”

This innovative use of energy maximization creates a replicable model that enhances profitability and resource efficiency, setting a benchmark for sustainable industrial practices.

Competitive Advantage and Strategic Vision

The Sturgeon County facility reinforces AgriFORCE’s competitive edge and supports the Company’s strategic pillars:

- **Reducing Environmental Impact:** The facility leverages renewable energy sources to reduce the carbon footprint of data centers and agriculture.
- **Driving Revenue Diversification:** By integrating advanced bitcoin mining technology with high-value agricultural operations, the Company is positioned for sustained financial growth.
- **Scaling a Proven Model:** AgriFORCE aims to replicate this success by acquiring similar facilities across North America, enhancing both economic and environmental outcomes.

Kahn further emphasized:

“This facility embodies our commitment to leveraging cutting-edge technologies for transformative impact. We feel that the acquisition of the Sturgeon County, Alberta facility solidifies our intention to become a significant participant in clean energy integration, data center optimization and sustainable agriculture, as a means of transforming technology and sustainability while striving to deliver robust financial returns. As we scale this model across the U.S. and Canada, we aim to deliver unparalleled benefits to both the environment and our stakeholders, securing AgriFORCE’s position as a pioneer in sustainable, profitable innovation.”

ABOUT AGRIFORCE

AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI) 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.

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

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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