

**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): January 29, 2025

**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)	NA (IRS Employer Identification No.)
800-525 West 8th Avenue Vancouver, BC, Canada (Address of principal executive offices)		V5Z1C6 (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**

The Company's most recent Investor Presentation as presented at the Microcap Conference in Atlantic City, NJ is attached hereto as Exhibit 99.1. The presentation will also be available on the Company's website at <https://ir2.agriforcegs.com/> later today.

**Item 9.01 Exhibit**

99.1 [Company Presentation](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: January 30, 2025

AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Jolie Kahn

Name: Jolie Kahn, CEO

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Investor Presentation January 2025

# AgriFORCE

Sustainable Mining, Infinite Possibilities



Scan to access  
the webpage

## Business Overview

AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI; AGRIW) is a leading technology-driven innovator dedicated to solving critical challenges in data centre operation, agriculture, sustainability, and environmental stewardship. By leveraging advanced technologies and innovative business models focused on sustainability, AgriFORCE aims to deliver value to shareholders while creating lasting benefits for communities and ecosystems. The company has expanded its business dramatically since the third quarter of 2024, consummating three acquisitions in the bitcoin mining and environmental remediation technology spaces.



**Jolie Kahn**  
CEO



**David Welch**  
Chairman of the Board



**Barrett Mooney**  
COO

## Market Data

As of January 24, 2025

2025 (post 1-100 reverse split)

Market Cap	\$4.1 Million
Stock Price	\$2.67
ADV (3-months)	352,156
52 Week High	\$70.6

## Financial Highlights

As of September 30, 2024

Cash	\$1.4 Million
Total Revenues (TTM)	\$0.04 Million
Book Value per Share (post 1:100 reverse split)	\$7.00

## Key Management & Board of Directors

### Management

Jolie Kahn, CEO  
Barrett Mooney, COO  
Richard Wong, CFO

### Board of Directors

David Welch, Chairman of the Board  
Elaine Goldwater, Director  
Amy Griffith, Director  
Richard Levychin, Director  
William John Meekison, Director

## News & Press Release

Date	Headline	Source
Jan 23, 2025	AgriFORCE Growing Systems Secures Acquisition of Bitcoin Mining Facility in Columbiana County, Ohio	GlobeNewswire
Jan 21, 2025	AgriFORCE Growing Systems Appoints Dr. Barrett Mooney as its COO, Strengthening Commitment to Technological Innovation in Sustainable Agriculture and Cryptocurrency Mining	GlobeNewswire
Jan 10, 2025	AgriForce Growing Systems Announces Attendance at Microcap Conference	GlobeNewswire
Dec 10, 2024	AgriFORCE Expands Acquisition Strategy with Focus on Sustainability and Digital Innovation	GlobeNewswire
Dec 3, 2024	AgriFORCE Growing Systems Combines Bitcoin Mining and Agriculture to Drive Sustainable Solutions	GlobeNewswire

### Alberta (Sturgeon Project)

- On-Site Natural Gas Power 1MW facility in Sturgeon, AB, leveraging an on-site generator with a locked-in 3-year GSA (Gas Supply Agreement) at USD \$0.04/kWh and hosting services at an additional CAD \$0.01/kWh.
- Robust Electrical & Remote Control A 4000A switchboard feeds 12 smart PDUs (48 C19 ports and 50 RJ45 ports each), enabling remote power cycling and streamlined miner management.
- High Miner Capacity & Upgradability Space for up to 270 Bitmain S19J Pro miners (or similar) 133 currently operational. Optional custom controller boards boost hash rate by -15%, with dedicated repair support in Calgary.
- Advanced HVAC & Automation VFD-driven exhaust fans and heat-traced louvers ensure stable temperatures. A WAGO-based control panel with remote HMI allows "lights-out" operations.

### Ohio (Bald Eagle Project)

- On-Site Natural Gas Power at 2 location for 2MW and 3MW in Columbiana County, Ohio , leveraging onsite generators (5 in total) with a locked-in 2-year GSA (Gas Supply Agreement) and hosting services at USD \$0.04/kWh
- Robust Electrical & Remote Control Three (3) 1250kVA and three (3) 1750KVA 480-416/240V transformers, Complete with networking infrastructure and security cameras enabling remote power cycling and streamlined miner management.
- High Miner Capacity & Upgradability Space for up to 1200 Bitmain S19J Pro miners (or similar) -900 currently operational.



This communication contains forward-looking statements related to AgriFORCE Growing Systems Ltd. (the "Company") within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, but are not limited to, statements related to: the Company's leadership team and talent development; the Company's financial and operating guidance and expectations; the Company's business plan, trajectory and expectations in 2025 and beyond, market leadership, competitive advantages, operational and financial results and metrics (and the assumptions related to the calculation of such metrics); the Company's momentum in the company's business strategies, expectations regarding market share, total addressable market, customer value proposition, market penetration, financing activities, financing capacity, product mix, and ability to manage cash flow and liquidity; the growth of the agriculture industry; the Company's ability to manage suppliers, inventory, and workforce; supply chains and regulatory impacts affecting supply chains; factors outside of the Company's control such as macroeconomic trends, public health emergencies, natural disasters, act of war, terrorism, or armed conflict / invasion, and the impacts of climate change; the legislative and regulatory environment of the agriculture industry and the potential impacts of proposed, amended, and newly adopted legislation and regulation on the agriculture industry and our business; the Company's ability to derive value from the anticipated benefits of partnerships, new technologies, and pilot programs.

These statements are not guarantees of future performance; they reflect the Company's current views with respect to future events and are based on assumptions and estimates and are subject to known and unknown risks, uncertainties and other factors that may cause actual results, performance or achievements to be materially different from expectations or results projected or implied by forward-looking statements. The risks and uncertainties that could cause the Company's results to differ materially from those expressed or implied by such forward-looking statements include: the Company's continued ability to manage costs and compete effectively; the availability of additional financing on acceptable terms; worldwide economic conditions, including slow or negative growth rates; volatile or rising interest rates; changes in policies and regulations; realizing the anticipated benefits of past or future investments, strategic transactions, or acquisitions, and integrating those acquisitions; the Company's leadership team and ability to retract and retain key employees; changes in the carbon credit market; the availability of rebates, tax credits and other incentives; the availability of components and raw materials; the Company's business plan and the Company's ability to effectively manage the Company's growth and labor constraints; the Company's ability to meet the covenants in the Company's investment funds and debt facilities; factors impacting the solar industry generally, and such other risks and uncertainties identified in the reports that we file with the U.S. Securities and Exchange Commission from time to time. All forward-looking statements used herein are based on information available to us as of the date hereof, and we assume no obligation to update publicly these forward-looking statements for any reason, except as required by law.

## BITCOIN MINE POWERED BY STRANDED NATURAL GAS STURGEON, ALBERTA, CANADA

### On-Site Natural Gas Power :

1MW facility in Sturgeon, AB, leveraging an on-site generator with a locked-in 3-year PPA at CAD \$0.04/kWh and hosting at an additional CAD \$0.01/kWh.

### Robust Electrical & Remote Control

A 4000A switchboard feeds 12 smart PDUs (48 C19 ports and 50 RJ45 ports each), enabling remote power cycling and streamlined miner management.

### High Miner Capacity & Upgradability

Space for up to 270 Bitmain S19J Pro miners (or similar) 133 currently operational. Optional custom controller boards boost hash rate by ~ 15%, with dedicated repair support in Calgary.

### Advanced HVAC & Automation

VFD-driven exhaust fans and heat-traced louvers ensure stable temperatures. A WAGO-based control panel with remote HMI allows "lights-out" operations.



**Bald Eagle Project**

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**MARKET SIZE  
INDOOR FARMING: MARKET SIZE AND DYNAMICS**

	No. of Farms	Square Footage	Market Value
Aquatic Plants	277	1,642,080	\$ 20,756,332
Bulbs	193	1,306,346	\$ 72,766,990
Cuttings, seedlings, liners, and plugs	1,114	35,627,552	\$ 585,066,367
Floriculture	18,724	873,290,590	\$ 5,888,527,346
Flower Seeds	212	368,593	\$ 32,378,251
Greenhouse fruits and berries	673	7,950,774	\$ 28,976,671
Greenhouse Tomatoes	6,323	55,180,582	\$ 400,286,262
Other greenhouse vegetables	5,268	42,816,149	\$ 234,199,741
Sod Harvested			\$ 1,011,490,194
Mushrooms	740	37,416,059	\$ 1,127,007,448
Nursery stock crops	4,883	258,498,855	\$ 5,104,694,108
Tobacco transplants	447	4,487,277	\$ 11,442,846
Vegetable seeds	555	4,801,257	\$ 155,216,334
Vegetable transplants	1,942	21,527,367	\$ 165,845,977
	41,351	1,344,913,481	\$ 14,838,654,867

Source: [https://www.agcensus.usda.gov/Publications/2012/Full\\_Report/Volume\\_1\\_Chapter\\_1\\_US/st99\\_1\\_041\\_042.pdf](https://www.agcensus.usda.gov/Publications/2012/Full_Report/Volume_1_Chapter_1_US/st99_1_041_042.pdf)

	Square Footage	Market Value
US Greenhouse Vegetable Production	97,996,731	\$ 634,486,003
Rest of World Greenhouse Vegetable Production	52,560,554,709	\$ 340,306,619,746

Source: [https://www.agcensus.usda.gov/Publications/2012/Full\\_Report/Volume\\_1\\_Chapter\\_1\\_US/st99\\_1\\_041\\_042.pdf](https://www.agcensus.usda.gov/Publications/2012/Full_Report/Volume_1_Chapter_1_US/st99_1_041_042.pdf)  
Source: <http://www.cuestaroble.com/statistics.htm>

• An indoor farm is any farm with an element of control to the environment, protecting crops from the outdoors. Greenhouses, hoophouses, vertical farms, container farms, and even some home growing systems are all part of the indoor farming ecosystem.

• Over 40,000 farms growing crops indoors in the US

• Over 1BN square feet of growing area

• These greenhouses produce a market value of \$14.8B annually

• The US only represents 0.2% of the \$340BN global greenhouse vegetables market size



# COLOCATION IS A KEY TO SUCCESS

Heat and CO2 regen through an indoor or container farm can offset emissions and lead to year-round cultivation.

**Location:** Anywhere

**Narrative:** AgriFORCE has a history in greenhouse design and that expertise could further be used to extend the capabilities of small modular container farms. Adding production facilities co-localized with natural gas sites has been proven to be effective at capturing excess CO2 and heat to produce year-round local produce.

Similar use cases can be built into heat producing crypto mining server operations.

- Traditional greenhouse companies have started to co-locate or use onsite natural gas power production
- Waste gas is used to heat the greenhouse and excess carbon dioxide is used to enrich the facility and boost production.
- Container farms work best in the same places crypto mining works - places where energy is inexpensive
- In a co-located environment, energy could be syphoned off to mine crypto while generating CO2 reductions through the production of revenue generating fresh produce



# CAN HIGHER YIELDS JUSTIFY HIGHER CAPEX INFRASTRUCTURE?

LOW INFRASTRUCTURE COST

HIGH INFRASTRUCTURE COST

	Conventional Farming	Farming Automation	Precision Agriculture	Robotic Greenhouses	Indoor Vertical Agriculture
<b>Yield</b>	LOW	LOW	LOW-MEDIUM	MEDIUM	HIGH
<b>Capital Costs (Capex)</b>	VERY LOW	LOW-MEDIUM	LOW	MEDIUM	VERY HIGH
<b>Energy consumption (Opex)</b>	LOW	LOW-MEDIUM	LOW-MEDIUM	LOW	HIGH
<b>Water footprint (Opex)</b>	HIGH	HIGH	HIGH	MEDIUM	VERY LOW



AgriFORCE RCS Hydroxyl Radicals generators come in 4 main solutions, designed to be integrated into existing air handling and HVAC systems or placed in large indoor areas, transport trailers, and rooms (hotels, Labs, Healthcare).

**Safely Removes all Mold and Pathogens**

RCS reports 99.999% of tested pathogens neutralized, backed by over 20 years of third-party validated laboratory and field testing.

**Bacteria, viruses and mold are neutralized**

By the action of hydroxyl radicals generated by our devices. Hydroxyls are natural and all around us and are safe to humans, animals and plants

**Neutralizes Volatile Organic Compounds (VOCs)**

Hydroxyls ultimately decompose them into harmless small natural (gaseous) molecules such as CO2, H2, N2, O2, or H2O Neutralize toxic inorganic gasses.



**HVAC In-Duct Retro-Fit System**  
Ideally designed to "retro-fit" into existing HVAC or air handling systems sized by application. Available in 2 or 4 optics



**Commercial/Industrial Hydroxy Generator - QuadPro**  
Industrial and specialized Unit for Large Rooms, Warehouses, Manufacturing Areas, Packing Areas.



**Transportation Generator**  
Unit for material transport such as foods and produce.



**Wall Mount System**  
Ideal for smaller areas, like Rooms, Offices, Hospitals, Nursing Homes and Apartments

**Jolie Kahn**  
**Chief Executive Officer**

Seasoned public company C-Suite executive and corporate finance, m&a and securities attorney with over 30 years of experience. Ms. Kahn has been CFO of multiple public companies where she has driven turnaround and growth initiatives. She has also been general counsel to a Nasdaq-listed blockchain and tech company, during her tenure at which she played an integral role in raising financing of over \$2 billion. As an attorney, she has specialized in working with Nasdaq and NYSE listed companies in taking companies public, financial reporting, public and private offerings and M&A activities. Ms. Kahn holds a Bachelor of Arts from Cornell University and a J.D. magna cum laude from the Benjamin N. Cardozo School of Law where she was a member of the Law Review.

**Barrett Mooney**  
**COO**

Dr. Mooney holds a Ph.D. in Agricultural and Biological Engineering from the University of Florida and brings a wealth of experience in leveraging technology to drive sustainable practices. He co-founded and served as CEO of HydroBio Inc., a software company that utilized satellite-driven image analytics to conserve water and maximize crop yields. Under his leadership, HydroBio optimized irrigation for over 250,000 acres, managing 1.5 trillion gallons of water globally before its acquisition by The Climate Corporation, a subsidiary of Monsanto (later acquired by Bayer). At The Climate Corporation, Dr. Mooney led cross-functional teams that employed artificial intelligence and satellite imagery to enhance crop yields and improve sales efficiency.

**Richard Wong**  
**Chief Financial Officer**

Over 25 years of experience in both start-up and public companies in the consumer goods, fertilizer, manufacturing, and forest industries. Richard has served as the CFO of Emerald Harvest Co., Dan-D Foods, Ltd., was the Director of Finance and CFO of SUGOI Performance Apparel and a partner at First Choice Capital Advisors.

## David Welch

Chairman of the Board

Over 17 years of business experience in a variety of fields on three different continents. In the United States, Mr. Welch's business endeavors includes real estate redevelopment for agricultural, industrial and commercial sectors, consumer packaged goods, media and law in addition to managing an international intellectual property and litigation law practice at Enso Law, L.L.P., Mr. Welch oversees a sustainable and regenerative aquaculture farming project in the Caribbean in partnership with the local government and businesses. Juris Doctorate degree from Loyola Law School, Bachelor of Arts from California State University, Fullerton. Member of the Los Angeles County and American Bar Associations.

## Amy Griffith

Director

State & Local Government Relations Senior Leader for the Northeast Region of Wells Fargo Company. Previously, she served as Regional Vice President, Government Relations for TIAA-CREF, a leading provider of financial services with over \$1.3 trillion in assets under management.

## John Meekison

Director

15 years experience serving in a variety of executive management and CFO roles with both private and public companies, currently serves on the Board of Directors of Telo Genomics Corp. and Adven Inc. Prior to his position at Exro Technologies Inc., Mr. Meekison spent 15 years in corporate finance with a focus on raising equity capital for North American technology companies, including nine years at Haywood Securities Inc. Bachelor of Arts from the University of British Columbia and is a Chartered Professional Accountant, Professional Logistician and Certified Investment Manager.

## Elaine Goldwater

Director

Senior Director of Marketing, Endocrinology at Recordati Rare Diseases. 20 plus years of experience creating and launching complex global marketing strategies. Former Director of Global Marketing for Merck & Co., Inc. (across two product lines).

## Richard Levychin

Director

Partner at Galleros Robinson in the Commercial Audit and Assurance practice. 25 years of experience working with both privately owned and public entities. Member of several organizations including the New York State Society of Certified Public Accountants, the National Association of Tax Professionals, and the American Institute of Certified Public Accountants (AICPA). Graduate of Baruch College, where he received a Bachelors in Business Administration Degree.

AgriFORCE's mission is to innovate and deliver sustainable technology solutions across a wide array of verticals to both serve our customers' needs and generate carbon and REC credits

### Foundational Technology

- RCS Hydroxyl Radicals Patent pending system destroys airborne and surface-based mold, bacteria, virus, odorous and volatile organic compounds (VOCs) safely in real-time
- IP portfolio Proprietary automated growing systems, the next generation of controlled-environment agriculture (CEA)

### Growth Strategy

- M&A Company plans to acquire self-sustaining carbon neutral technologies to create sustainable renewable energy
- Climate Currency Company plans to utilize market-based mechanisms, Carbon and REC credits, to incentivize carbon emissions reductions



# AgriFORCE

SUSTAINABILITY + TECHNOLOGY

Jolie Kahn  
[Jkahn@agriforcegs.com](mailto:Jkahn@agriforcegs.com)

IR  
[investorrelations@agriforcegs.com](mailto:investorrelations@agriforcegs.com)