

**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): March 4, 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 5.02 CFO Transition**

On March 4, 2025, the Company announced a transition in its CFO from Richard Wong to Chris Polimeni. Mr. Wong will remain in a consulting role with the Company for a period of up to three months and at the end of the transition will receive compensation equal to six months of salary in addition to any compensation to that date at his

compensation rate during his tenure as CFO.

Chris Polimeni brings more than 30 years of extensive financial and operational expertise to AgriFORCE. Since 2020, he has served as President and CEO of Polimeni & Associates, Inc., a financial consulting firm specializing in fractional CFO services, debt and equity capital raises, SEC reporting, mergers and acquisitions, internal control evaluations, reorganizations, and technology strategic planning. Prior to that, he served as Executive Vice President, CFO/COO of Accelerate360 Holdings, LLC and its subsidiary, a360 Media, LLC (formerly American Media, LLC) for 15 years, where he played a key role in acquisitions, corporate finance, SEC reporting, and corporate management.

Mr. Polimeni is being compensation at the rate of \$15,000 per month which shall increase to \$20,000 per month upon the end of Mr. Wong's consulting period.

**Item 9.01 Exhibit**

99.1 [Press Release dated March 4, 2025](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

---

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: March 10, 2025

AGRIFORCE GROWING SYSTEMS, LTD.

By: /s/ Jolie Kahn  
Name: Jolie Kahn, CEO

---



## AgriFORCE Growing Systems Ltd. Announces Chief Financial Officer Transition

**Vancouver, B.C., March 4, 2025** – AgriFORCE Growing Systems Ltd. (Nasdaq: AGRI), a leading provider of sustainable Bitcoin mining and agriculture solutions, today announced a mutual agreement with its Chief Financial Officer, Richard Wong, to conclude his contract. This transition is not classified as a resignation but rather an amicable decision agreed upon by both parties. Effective immediately, Chris Polimeni is appointed to succeed Richard as Chief Financial Officer. Richard will serve in an advisory role to ensure a smooth transition while continuing to support the company’s commitment to delivering value to shareholders and customers..

AgriFORCE extends its gratitude to Richard Wong for his six years of dedicated service and invaluable contributions. During his tenure, Richard played a key role in the company’s Nasdaq IPO and in shaping its evolving strategy while achieving critical financial milestones.

“On behalf of the entire Board and management team, I want extend our sincere thanks and appreciation to Richard for his dedication and the positive impact he has had on AgriFORCE,” said Jolie Kahn, Chief Executive Officer of AgriFORCE Growing Systems Ltd. “This mutual decision allows for a smooth transition as we continue to pursue excellence in sustainable Bitcoin mining and agriculture. We wish Richard all the best in his future endeavors.”

Richard Wong echoed this sentiment, stating, “I am proud of what we have achieved together at AgriFORCE Growing Systems Ltd. I am excited for the new opportunities ahead.”

Chris Polimeni brings more than 30 years of extensive financial and operational expertise to AgriFORCE. Since 2020, he has served as President and CEO of Polimeni & Associates, Inc., a financial consulting firm specializing in fractional CFO services, debt and equity capital raises, SEC reporting, mergers and acquisitions, internal control evaluations, reorganizations, and technology strategic planning. Prior to that, he served as Executive Vice President, CFO/COO of Accelerate360 Holdings, LLC and its subsidiary, a360 Media, LLC (formerly American Media, LLC) for 15 years, where he played a key role in acquisitions, corporate finance, SEC reporting, and corporate management.

“I am excited to join AgriFORCE’s talented management team at this pivotal moment,” said Polimeni. “I look forward to contributing to the company’s continued success and collaborating with Jolie Kahn and the team to drive financial excellence, operational efficiency, and sustainable growth. Together, we will advance the company’s transformation and unlock its significant growth potential.”

David Welch, Chairman of the Board, added, “We are pleased to welcome Chris to our team. His deep expertise in U.S. financial reporting and SEC matters will be invaluable as we execute our strategy at the intersection of Bitcoin and agriculture.”

---

## About AgriFORCE Growing Systems Ltd.

AgriFORCE Growing Systems Ltd. (NASDAQ: AGRI) is a forward-thinking technology company dedicated to solving critical challenges in agriculture, sustainability, and environmental stewardship. By leveraging advanced technologies and innovative business models, AgriFORCE aims to deliver value for shareholders while creating lasting benefits for communities and ecosystems.

## Follow AgriFORCE on Social Media:

- **X:** @agriforcegs
- **Facebook:** AgriFORCE Growing Systems Ltd.
- **LinkedIn:** AgriFORCE Growing Systems Ltd.

## Forward-Looking Statements

Statements made in this press release include forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements can be identified by the use of words such as “may,” “will,” “plan,” “should,” “expect,” “anticipate,” “estimate,” “continue,” or comparable terminology. Such forward-looking statements are inherently subject to certain risks, trends and uncertainties, many of which the Company cannot predict with accuracy and some of which the Company might not even anticipate and involve factors that may cause actual results to differ materially from those projected or suggested. Readers are cautioned not to place undue reliance on these forward-looking statements and are advised to consider the factors listed above together with the additional factors under the heading “Risk Factors” in the Company’s Period Reports on Forms 10-K and 10-Q, as may be supplemented or amended by the Company’s Current Reports on Form 8-K. The Company assumes no obligation to update or supplement forward-looking statements that become untrue because of subsequent events, new information or otherwise. No information in this press release should be construed as any indication whatsoever of the Company’s future revenues, results of operations, or stock price.

For more information, visit [www.agriforcegs.com](http://www.agriforcegs.com).

## For Further Information, Please Contact:

**Investor Relations, 1-561-717-1742**

---