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

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACMT OF 1934
For the quarterly period ended September 30, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)**
OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission File Number: 001-40578

AGRIFORCE GROWING SYSTEMS LTD.
(Exact name of registrant as specified in its charter)

British Columbia (State or other jurisdiction of incorporation or organization)	**Not Applicable** (I.R.S. Employer Identification No.)
300 – 2233 Columbia Street **Vancouver, BC, Canada** (Address of principal executive offices)	**V5Y 0M6** (Zip Code)

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

N/A
(Former name or former address and former fiscal year, if changed since last report)

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	NASDAQ Capital Market
Series A Warrants	AGRIW	NASDAQ Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐	Accelerated filer ☐
Non-accelerated filer ☒	Smaller reporting company ☒
	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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

As of November 10, 2022, the registrant has 15,713,596 shares of common stock, no par value per share, outstanding.

TABLE OF CONTENTS

Cautionary Note Regarding Forward-Looking Information

This Quarterly Report on Form 10-Q contains certain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These forward-looking statements represent our expectations, beliefs, intentions or strategies concerning future events, including, but not limited to, any statements regarding our assumptions about financial performance; the continuation of historical trends; the sufficiency of our cash balances for future liquidity and capital resource needs; the expected impact of changes in accounting policies on our results of operations, financial condition or cash flows; anticipated problems and our plans for future operations; and the economy in general or the future of the agriculture technology industry, all of which were subject to various risks and uncertainties.

When used in this Quarterly Report on Form 10- Q and other reports, statements, and information we have filed with the Securities and Exchange Commission (“Commission” or “SEC”), in our press releases, in our periodic reports on Forms 10-K and 10-Q, in oral statements made by or with the approval of an executive officer, the words or phrases “believes,” “may,” “will,” “expects,” “should,” “continue,” “anticipates,” “intends,” “will likely result,” “estimates,” “projects” or similar expressions and variations thereof are intended to identify such forward-looking statements. However, any statements contained in this Quarterly Report on Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. We caution that these statements by their nature involve risks and uncertainties, certain of which are beyond our control, and actual results may differ materially depending on a variety of important factors.

We do not assume the obligation to update any forward-looking statement. You should carefully evaluate such statements in light of factors described in this annual report. In this Quarterly Report on Form 10-Q, AgriFORCE Growing Systems Ltd. has identified important factors that could cause actual results to differ from expected or historic results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider any such list to be a complete list of all potential risks or uncertainties.

PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

AGRIFORCE GROWING SYSTEMS LTD.
CONDENSED CONSOLIDATED INTERIM BALANCE SHEETS
(Expressed in US dollars)

	September 30, 2022 (Unaudited)	December 31, 2021
ASSETS		
Current		
Cash and cash equivalents	$ 7,869,028	$ 7,775,290
Other receivable	46,737	32,326
Prepaid expenses and other current assets (Note 3)	384,954	309,040
Total current assets	8,300,719	8,116,656
Non-current		
Property and equipment, net	116,360	40,971
Intangible asset (Note 4)	9,860,617	1,477,237
Operating lease right-of-use asset (Note 10)	1,565,215	-
Lease deposit, non-current	-	50,608
Construction in progress	1,973,772	2,079,914
Land deposit (Note 3)	2,085,960	-
Total assets	23,902,643	11,765,386
LIABILITIES AND EQUITY		
Current		
Accounts payable and accrued liabilities (Note 5)	996,521	1,532,312
Contingent consideration payable (Note 4)	750,000	753,727
Debentures (Note 6)	4,082,387	-
Lease liability – current (Note 10 and 11)	244,358	-
Total current liabilities	6,073,266	2,286,039
Non-current		
Deferred rent	-	12,954
Lease liability – non-current (Note 10 and 11)	1,276,510	-
Derivative liabilities (Note 6 and 8)	6,591,877	1,418,964
Long term loan (Note 7)	43,773	47,326
Total liabilities	13,985,426	3,765,283
Commitments and contingencies (Note 11)		
Shareholders' equity		
Common shares, no par value per share – unlimited shares authorized; 15,688,596 and 15,176,698 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	27,002,586	25,637,543
Additional paid-in-capital	13,568,717	2,203,343
Obligation to issue shares	-	93,295
Accumulated deficit	(30,021,493)	(19,900,992)
Accumulated other comprehensive income	(632,593)	(33,086)
Total shareholders' equity	9,917,217	8,000,103
Total liabilities and shareholders' equity	$ 23,902,643	$ 11,765,386

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements.

AGRIFORCE GROWING SYSTEMS LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF COMPREHENSIVE LOSS (Unaudited)
(Expressed in US dollars)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2022	**2021**	**2022**	**2021**
OPERATING EXPENSES				
Wages and salaries	$ 796,074	$ 650,456	$ 2,944,218	$ 989,421
Consulting	522,576	129,364	2,030,994	620,960
Professional fees	1,177,236	140,653	2,058,636	393,904
Office and administrative	356,408	327,257	987,298	439,532
Investor and public relations	111,499	390,579	718,423	555,665
Research and development	110,916	116,857	537,772	178,117
Share based compensation	68,456	415,597	282,828	571,398
Lease expense	79,293	65,187	238,728	72,473
Travel and entertainment	55,904	28,545	214,725	39,851
Sales and marketing	95,750	-	186,132	-
Shareholder and regulatory	28,431	114,002	175,094	117,347
Depreciation	6,714	2,283	15,706	7,606
Operating loss	(3,409,257)	(2,380,780)	(10,390,554)	(3,986,274)
OTHER EXPENSES				
Foreign exchange loss (gain)	(104,468)	(170,140)	(143,432)	(170,664)
Gain on conversion of convertible debt (Note 6)	(93,973)	-	(93,973)	-
Change in fair value of derivative liabilities (Note 8)	(1,465,027)	(818,960)	(1,683,489)	(818,960)
Accretion of interest on senior secured debentures	1,688,672	57,019	1,688,672	484,379
Issuance cost related to warrants	-	375,123	-	375,123
Loss (gain) on extension of debt term	-	(204)	-	59,055
Other income	(37,831)	-	(37,831)	-
Net loss	$ (3,396,630)	$ (1,823,618)	$ (10,120,501)	$ (3,915,207)
Dividend paid to preferred shareholders	-	203,674	-	735,932
Net loss attributable to common shareholders	$ (3,396,630)	$ (2,027,292)	$ (10,120,501)	$ (4,651,139)
Other comprehensive loss				
Foreign currency translation loss	(566,414)	(228,317)	(599,507)	(220,568)
Comprehensive loss attributable to common shareholders	$ (3,963,044)	$ (2,255,609)	$ (10,720,008)	$ (4,871,707)
Basic and diluted net loss attributed to common share	$ (0.17)	$ (0.14)	$ (0.58)	$ (0.46)
Weighted average number of common shares outstanding – basic and diluted	20,435,059	14,378,354	17,406,641	10,144,800

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements.

AGRIFORCE GROWING SYSTEMS LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (unaudited)
(Expressed in US dollars, except share numbers)
For the three and nine months ended September 30, 2022 and 2021

For the three months ended September 30

	Common shares		Series A Preferred Shares						
	# of Shares	Amount	# of Shares	Amount	Additional paid-in-capital	Obligation to issue shares	Accumulated deficit	Accumulated other comprehensive income	Total shareholders' equity
Balance, July 1, 2022	15,514,629	$26,710,990	-	-	$10,123,315	$ -	$(26,624,863)	$ (66,179)	$ 10,143,263
Shares issued for conversion of convertible debt (Note 6 & 9)	67,568	131,532	-	-	-	-	-	-	131,532
Shares issued for compensation and bonuses (Note 9)	76,399	100,564	-	-		-	-	-	100,564
Share based consulting services (Note 9)	30,000	59,500	-	-	-	-	-	-	59,500
Share based compensation					68,456				68,456
Prefunded warrants issued (Note 3 & 4)	-	-	-	-	3,376,946	-	-	-	3,376,946
Net loss	-	-	-	-	-	-	(3,396,630)	-	(3,396,630)
Foreign currency translation	-	-	-	-	-	-	-	(566,414)	(566,414)
Balance, September 30, 2022	15,688,596	$27,002,586	-	-	$13,568,717	$ -	$(30,021,493)	$ (632,593)	$ 9,917,217
Balance, July 1, 2021	9,542,769	$ 7,022,883	2,258,826	$ 6,717,873	$ 1,453,367	$ 94,885	$(15,145,791)	$ 126,803	$ 270,020
Shares issued for cash	3,127,998	13,262,712	-	-	-	-	-	-	13,262,712
Shares issued for conversion of Series A Preferred Stock	2,258,826	6,717,873	(2,258,826)	(6,717,873)	-	-	-	-	-
Shares issued on exercise of warrants	39,800	238,800	-	-	44,644	-	-	-	283,444
Shares issued for consulting services	15,000	69,300	-	-	-	7,460	-	-	76,760
Share issued for settlement of accrued director's fee	19,992	46,783	-	-	-	-	-	-	46,783
Shares issued for dividend on Preferred Shares	53,474	203,674	-	-	-	-	(203,674)	-	-
Share issue costs	-	(2,099,842)	-	-	-	-	-	-	(2,099,842)
Share based compensation	-	-	-	-	415,597	-	-	-	415,597
Net loss	-	-	-	-	-	-	(1,823,618)	-	(1,823,618)
Foreign currency translation	-	-	-	-	-	-	-	(228,317)	(228,317)
Balance, September 30, 2021	15,057,859	$25,462,183	-	$ -	$ 1,913,608	$ 102,345	$(17,173,083)	$ (101,514)	$ 10,203,539

For the nine months ended September 30

	Common shares		Series A Preferred Shares						
	# of Shares	Amount	# of Shares	Amount	Additional paid-in-capital	Obligation to issue shares	Accumulated deficit	Accumulated other comprehensive income	Total shareholders' equity
Balance, January 1, 2022	15,176,698	$25,637,543	-	$ -	$ 2,203,343	$ 93,295	$(19,900,992)	$ (33,086)	$ 8,000,103
Shares issued for conversion of convertible debt (Note 6 & 9)	67,568	131,532	-	-	-	-	-	-	131,532
Shares issued for bonuses and compensation (Note 9)	184,563	432,054	-	-	-	-	-	-	432,054
Shares issued for consulting services (Note 9)	259,767	801,457	-	-	-	(93,295)		-	708,162
Prefunded warrants issued (Note 3 & 4)	-	-	-	-	11,082,546	-	-	-	11,082,546
Share based compensation					282,828				282,828
Net loss	-	-	-	-	-	-	(10,120,501)	-	(10,120,501)
Foreign currency translation	-	-	-	-	-	-	-	(599,507)	(599,507)
Balance, September 30, 2022	15,688,596	$27,002,586	-	-	$13,568,717	$ -	$(30,021,493)	$ (632,593)	$ 9,917,217
Balance, January 1, 2021	8,441,617	$ 5,696,050	2,258,826	$ 6,717,873	$ 1,297,566	$ 94,885	$(12,521,944)	$ 119,054	$ 1,403,484
Shares issued for cash	3,127,998	13,262,712	-	-	-	-	-	-	13,262,712
Shares issued for conversion of Series A Preferred Stock	2,258,826	6,717,873	(2,258,826)	(6,717,873)	-	-	-	-	-
Shares issued on exercise of warrants	39,800	238,800	-	-	44,644	-	-	-	283,444
Shares issued for cashless exercise of options	820,029	-	-	-	-	-	-	-	-
Shares issued for bonus	98,356	514,066	-	-	-	-	-	-	514,066

Shares issued for consulting services	62,237	349,809	-	-	-	7,460	-	-	357,269
Share issued for settlement of accrued director's fee	19,992	46,783	-	-	-	-	-	-	46,783
Shares issued for dividend on Preferred Shares	189,004	735,932	-	-	-	-	(735,932)	-	-
Share issue costs	-	(2,099,842)	-	-	-	-	-	-	(2,099,842)
Share based compensation	-	-	-	-	571,398	-	-	-	571,398
Net loss	-	-	-	-	-	-	(3,915,207)	-	(3,915,207)
Foreign currency translation	-	-	-	-	-	-	-	(220,568)	(220,568)
Balance, September 30, 2021	15,057,859	$25,462,183	-	$ -	$ 1,913,608	$ 102,345	$(17,173,083)	$ (101,514)	$ 10,203,539

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements.

AGRIFORCE GROWING SYSTEMS LTD.
CONDENSED CONSOLIDATED INTERIM STATEMENTS OF CASH FLOWS (Unaudited)
(Expressed in US Dollars)

	For the nine months ended September 30, 2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	$ (10,120,501)	$ (3,915,207)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	15,706	7,606
Share based compensation	282,828	571,398
Shares issued for consulting services	708,162	298,214
Accretion of interest on senior secured debentures	1,688,672	484,379
Issuance cost related to warrants	-	375,123
Loss on extension of debt term	-	59,055
Shares issued for compensation and bonuses	432,054	-
Change in fair value of derivative liabilities	(1,683,489)	(818,960)
Gain on debt conversion	(93,973)	-
Changes in operating assets and liabilities:		
Other receivables	(14,411)	(22,574)
Prepaid expenses and other current assets	(60,914)	(266,832)
Accounts payable and accrued liabilities	(35,791)	210,330
Right-of-use asset	249,038	-
Lease liabilities	(255,731)	-
Net cash used in operating activities	(8,888,350)	(3,017,468)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of equipment and leasehold improvements	(93,259)	(17,866)
Payment against acquisition of intangibles	(500,000)	(225,000)
Refund for purchase of land	20,000	-
Construction in progress	(50,000)	(744,191)
Net cash used in investing activities	(623,259)	(987,057)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from debentures – net of discount	12,750,000	-
Repayment of convertible debentures	(1,122,000)	
Interest paid on convertible debentures	(173,376)	
Financing costs of debentures	(1,634,894)	(69,000)
Proceeds from Initial Public Offering	-	15,639,990
Payment of IPO costs	-	(2,279,374)
Proceeds from exercise warrants	-	238,800
Proceeds from issuance of senior secured debentures	-	600,000
Proceeds from long-term loan	-	15,932
Repayment of Senior Secured Debentures	-	(750,000)
Net cash used in financing activities	9,819,730	13,396,348
Effect of exchange rate changes on cash and cash equivalent	(214,383)	(210,717)
Change in cash	93,738	9,181,106
Cash, beginning of period	7,775,290	653,410
Cash, end of period	$ 7,869,028	$ 9,834,516
Supplemental cash flow information:		
Cash paid during the period for interest	173,376	-
Supplemental disclosure of non-cash investing and financing transactions		
Fair value of warrant liability	-	374,028
Fair value of debenture warrants	4,342,877	-
Fair value of conversion feature of debentures	2,249,000	-
Prefunded warrants issued related to intangible assets	8,996,586	-
Prefunded warrants issued related to land deposit	2,085,960	-
Shares issued for conversion of convertible debt	131,532	-
Preferred stock dividend paid in common shares	-	735,932
Initial operating lease liability recognized under Topic 842	1,776,599	-
Initial lease right-of-use asset recognized under Topic 842	1,837,782	-
Conversion of Series A preferred stock to common shares	-	6,717,873
Unpaid amount related to intangible assets included in accrued expenses	-	500,000

The accompanying notes are an integral part of these Unaudited Condensed Consolidated Interim Financial Statements.

1. NATURE OF OPERATIONS AND BASIS OF PREPARATION

Business Overview

AgriFORCE Growing Systems Ltd. (the "Company") was incorporated as a private company by Articles of Incorporation issued pursuant to the provisions of the Business Corporations Act (British Columbia) on December 22, 2017. The Company's registered and records office address is at 300 – 2233 Columbia Street, Vancouver, British Columbia, Canada, V5Y 0M6. On February 13, 2018, the Company changed its name from 1146470 B.C. Ltd to Canivate Growing Systems Ltd. On November 22, 2019 the Company changed its name from Canivate Growing Systems Ltd. to AgriFORCE Growing Systems Ltd.

At AgriFORCE, our purpose is clear: to positively transform farm, food, and family every day, everywhere. With years of in-depth research and development experience, we are pioneers, ready to deliver integrated, practical, and sustainable solutions that can be applied throughout multiple verticals in AgTech. We drive our business through two operating divisions, AgriFORCE Solutions and AgriFORCE Brands.

Our two divisions—AgriFORCE Solutions and AgriFORCE Brands—work in partnership to address some of the existential challenges being faced by the world today—climate change, extreme weather, food security and sovereignty, the environmental impact of industrial and commercial farming—working towards providing better tasting, more nutritious plant-based foods and other products to consumers on a global level.

Basis of Presentation

The accompanying Unaudited Condensed Consolidated Interim Financial Statements (the "interim financial statements") and related financial information of AgriFORCE Growing Systems Ltd. should be read in conjunction with the audited financial statements and the related notes thereto for the years ended December 31, 2021 and 2020 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 30, 2022. These unaudited interim financial statements have been prepared in accordance with the rules and regulations of the United States Securities and SEC for interim financial information. Accordingly, they do not include all of the information and footnotes required by the accounting principles generally accepted in the United States of America ("U.S. GAAP") for complete financial statements.

In the opinion of management, the accompanying interim financial statements contain all adjustments which are necessary to state fairly the Company's financial position as of September 30, 2022 and December 31, 2021, and the results of its operations during the three and nine months ended September 30, 2022 and 2021 and cash flows for the nine months ended September 30, 2022 and 2021. Such adjustments are of a normal and recurring nature. The results for the three and nine months ended September 30, 2022 are not necessarily indicative of the results to be expected for the full fiscal year ending December 31, 2022, or for any future period.

Liquidity and Management's Plan

The Company has incurred substantial operating losses since its inception and expects to continue to incur significant operating losses for the foreseeable future. As reflected in the interim financial statements for the nine months ended September 30, 2022, the Company had a net loss of $10.1 million, $8.9 million of net cash used in operating activities, and the Company had working capital of $2.2 million.

The accompanying interim financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The interim financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. The Company is at the stage of development of its first facility and other intellectual property. As such it is likely that additional financing will be needed by the Company to fund its operations and to develop and commercialize its technology. These factors raise substantial doubt about the Company's ability to continue as a going concern. For the next twelve months from issuance of these interim financial statements, the Company will seek to obtain additional capital through the sale of debt or equity financings or other arrangements to fund operations; however, there can be no assurance that the Company will be able to raise needed capital under acceptable terms, if at all. The sale of additional equity may dilute existing shareholders and newly issued shares may contain senior rights and preferences compared to our currently outstanding common shares. If the Company is unable to obtain such additional financing, future operations would need to be scaled back or discontinued. Due to the uncertainty in the Company's ability to raise capital, management believes that there is substantial doubt in the Company's ability to continue as a going concern for twelve months from the issuance of these interim financial statements.

2. SIGNIFICANT ACCOUNTING POLICIES

Recent Accounting Pronouncements

In August 2020, the FASB issued ASU 2020-06 "Debt – Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging – Contracts in Entity's Own Equity" ("ASU 2020-06"). The intention of ASU 2020-06 is to address the complexities in accounting for certain financial instruments with a debt and equity component. Under ASU 2020-06, the number of accounting models for convertible notes will be reduced and entities that issue convertible debt will be required to use the if-converted method for the computation of diluted "Earnings per share" under ASC 260. ASC 2020-06 is effective for fiscal years beginning after December 15, 2023 and may be adopted through either a modified retrospective method of transition or a fully retrospective method of transition. We are currently assessing the impact this guidance will have on our condensed consolidated financial statements.

In June 2016, the FASB issued ASU 2016-13, "Financial Instruments – Credit Losses." The standard, including subsequently issued amendments, requires a financial asset measured at amortized cost basis, such as accounts receivable and certain other financial assets, to be presented at the net amount expected to be collected based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within those fiscal years, and requires the modified retrospective approach. Early adoption is permitted. Based on the composition of the Company's trade receivables and other financial assets, current market conditions, and historical credit loss activity, the Company is currently in the process of evaluating the impact of this guidance on our financial statements.

In October 2021, the Financial Accounting Standards Board ("FASB") issued ASU 2021-08, Business Combinations (Topic 805): Accounting for Contract Assets and Contract Liabilities from Contracts with Customers. Under ASU 2021-08, an acquirer must recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. The guidance is effective for interim and annual periods beginning after December 15, 2022, with early adoption permitted. The Company is currently in the process of evaluating the impact of this guidance on our financial statements.

Other accounting standards that have been issued or proposed by FASB that do not require adoption until a future date are not expected to have a material impact on the consolidated financial statements upon adoption. The Company does not discuss recent pronouncements that are not anticipated to have an impact on or are unrelated to its financial condition, results of operations, cash flows or disclosures.

Convertible Instruments

The Company evaluates and accounts for conversion options embedded in its convertible instruments in accordance with ASC 815, Derivatives and Hedging ("ASC 815"), which provides that if three criteria are met, the Company is required to bifurcate conversion options from their host instruments and account for them as free-standing derivative financial instruments. These three criteria include circumstances in which;

(a) the economic characteristics and risks of the embedded derivative instrument are not clearly and closely related to the economic characteristics and risks of the host contract;
(b) the hybrid instrument that embodies both the embedded derivative instrument and the host contract is not re-measured at fair value under otherwise applicable generally accepted accounting principles with changes in fair value reported in earnings as they occur; and
(c) a separate instrument with the same terms as the embedded derivative instrument would be considered a derivative instrument.

ASC 815 also provides an exception to this rule when the host instrument is deemed to be conventional as defined under professional standards as "The Meaning of Conventional Convertible Debt Instrument."

The Company accounts for convertible instruments (when it has determined that the embedded conversion options should not be bifurcated from their host instruments) in accordance with professional standards when "Accounting for Convertible Securities with Beneficial Conversion Features," as those professional standards pertain to "Certain Convertible Instruments." Accordingly, the Company records, when necessary, discounts to convertible notes for the intrinsic value of conversion options embedded in debt instruments based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. Debt discounts under these arrangements are amortized over the term of the related debt to their earliest date of redemption. The Company also records when necessary deemed dividends for the intrinsic value of conversion options embedded in preferred shares based upon the differences between the fair value of the underlying common stock at the commitment date of the note transaction and the effective conversion price embedded in the note. ASC 815 provides that, among other things, generally, if an event is not within the entity's control could or require net cash settlement, then the contract shall be classified as an asset or a liability.

Fair Value of Financial Instruments

The fair value of the Company's other receivable, accounts payable and other current liabilities approximate their carrying amounts due to the relative short maturities of these items.

The Company issued warrants having a strike price denominated in U.S. dollars, which creates an obligation to issue shares for a price that is not denominated in the Company's functional currency, Canadian dollars, and renders the warrants not indexed to the Company's stock. The Series A warrants, representative warrants issued as part of the IPO, and convertible debt warrants are thus classified as derivative liabilities and are measured at fair value.

The convertible debentures also have a conversion feature whereby the debt holders can convert their outstanding debentures into common shares of the Company. The conversion price has a strike price denominated in U.S. dollars and accordingly, the conversion feature is classified as a derivative liability and measured at fair value.

The fair value of the Company's warrants are determined in accordance with FASB ASC 820, "Fair Value Measurement," which establishes a fair value hierarchy that prioritizes the assumptions (inputs) to valuation techniques used to price assets or liabilities that are measured at fair value. The hierarchy, as defined below, gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The guidance for fair value measurements requires that assets and liabilities measured at fair value be classified and disclosed in one of the following categories:

- Level 1: Defined as observable inputs, such as quoted (unadjusted) prices in active markets for identical assets or liabilities.
- Level 2: Defined as observable inputs other than quoted prices included in Level 1. This includes quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets and liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3: Defined as unobservable inputs to the valuation methodology that are supported by little or no market activity and that are significant to the measurement of the fair value of the assets or liabilities. Level 3 assets and liabilities include those whose fair value measurements are determined using pricing models, discounted cash flow methodologies or similar valuation techniques, as well as significant management judgment or estimation.

3. PREPAID EXPENSES, OTHER CURRENT ASSETS AND LAND DEPOSIT

	September 30, 2022	December 31, 2021
Deposits	$ 12,000	$ 32,000
Legal retainer	12,228	33,692
Prepaid expenses	334,734	214,445
Others	25,992	28,903
	$ 384,954	$ 309,040

During the year ended December 31, 2020, the Company entered into a land purchase agreement in relation to construction of a facility in Coachella, California. A deposit of $170,000 was paid and the balance of the purchase price is subject to financing. On April 6, 2021, the scheduled close of escrow was extended to April 30, 2021, and the purchase price was increased to $4.4 million. The Company wrote off the non-refundable portion of the deposit amounting to $150,000 on December 31, 2021. During the nine months ended September 30, 2022, the Company was returned the remaining $20,000 of the deposit.

On August 31, 2022, the Company signed a purchase and sale agreement with Stronghold Power Systems, Inc. ("Stronghold"), to purchase approximately seventy acres of land located in the City of Coachella as well as the completion of certain permitting, zoning, and infrastructure work by Stronghold for a total purchase price of $4,300,000. The purchase price consists of:

(i) $1,500,000 in cash due on March 31, 2023.

(ii) A first stock deposit of $1,700,000 in prefunded warrants. The Company issued 695,866 prefunded warrants on September 9, 2022 to Stronghold.

(iii) A second stock deposit $1,100,000 in prefunded warrants. The Company issued 450,266 prefunded warrants on September 9, 2022 to Stronghold.

At September 30, 2022 the $2,085,960 of prefunded warrants was recorded under land deposit in relation to the Stronghold agreement. The prefunded warrants shall be void if closing of the transaction does not occur by March 31, 2023.

4. INTANGIBLE ASSET

Intangible asset represents $9,860,617 of intellectual property ("IP") acquired under an asset purchase agreement from Manna Nutritional Group, LLC ("MNG") on September 10, 2021. The IP encompasses patent-pending technologies to naturally process and convert grain, pulses and root vegetables, resulting in low-starch, low-sugar, high-protein, fiber-rich baking flour products, which can be made into a wide range of breakfast cereals, juices, natural sweeteners and baking enhancers. The terms of the agreement, including the amendments agreed by the parties on May 10, 2022, are as below:

The aggregate purchase price for the Purchased Assets (the "Purchase Price") is up to $14,475,000, and shall consist of the following, subject to the terms and conditions of this Agreement, as follows:

(i) Prefunded Warrants ("Closing Prefunded Warrants"), which will be immediately exercisable into common shares of the Company upon each of the vesting events set forth below, equal to the number of shares of Purchaser's common stock (rounded up to the nearest whole number), restricted as to resale under Section 4(a)(2) of the Securities Act, equal to the quotient of (a)(i) $3,500,000 divided by (ii) a per share price equal to the average of the volume weighted average price ("VWAP") of the Purchaser's common shares for the ten trading days immediately preceding March 10, 2022 (or $1.79 per share) ("Closing Tranche 1") (issued), and (b)(i) $1,500,000 divided by (ii) a per share price equal to the average of the VWAP of the Purchaser's common shares for the ten trading days immediately preceding the date on which patent resubmission work for the patents set forth in the Agreement is completed ("Closing Tranche 2"). Closing Tranche 1 of the Prefunded Warrants will be issued immediately upon shareholder approval of the transactions contemplated by the Agreement and Amendment, in compliance with all SEC and Nasdaq rules and regulations ("Shareholder Approval"). Closing Tranche 2 of the Prefunded Warrants will be issued immediately following the date on which patent resubmission work for the patents set forth in the Agreement is completed. In each case, the Closing Prefunded Warrants will be paid in full upon issuance. The Closing Prefunded Warrants and any shares issued upon exercise of the Closing Prefunded Warrants are restricted as to resale and issued under a private placement exempt from registration under Section 4(a)(2) of the Securities Act, and will vest on a quarterly basis over eight quarters commencing on the three-month anniversary of the Closing Date in equal amounts over eight consecutive calendar quarters;

(ii) $1,475,000 in cash ($750,000 paid October 11, 2022), minus any amounts paid to MNG under (iii), payable to MNG at Closing;

(iii) $725,000 in cash payable follows: (a) $225,000 payable on the Effective Date (paid); and (b) $500,000 payable within 120 days after the Effective Date (paid), to reimburse MNG for, without limitation, satisfaction of all the secured debt as listed in Section 2.04 of the Disclosure Schedules to the Agreement (the "Secured Debt"); and

(iv) Prefunded Warrants ("Post-Closing Prefunded Warrants," and collectively with the Closing Prefunded Warrants, the "Prefunded Warrants"), which will be immediately exercisable into common shares of the Company upon the vesting events set forth below, equal to the number of shares of Purchaser's common stock (rounded up to the nearest whole number), restricted as to resale under Section 4(a)(2) of the Securities Act, to be issued in two tranches, that equals (i) $8,000,000 divided by (ii) a per share price equal to the VWAP of the Purchaser's common shares for the ten trading days immediately before the issuance date of those Post-Closing Prefunded Warrants (or $2.43 per share). $5,000,000 of the Post Closing Prefunded Warrants will be issued to Seller on June 30, 2022 (issued). $3,000,000 of the Post-Closing Prefunded Warrants will be issued to Seller on December 31, 2022. In each case, the Post-Closing Prefunded Warrants will be paid in full upon issuance. If a Patent is issued within 24 months of the Closing Date, and such Patent is transferred to the Purchaser free and clear of all Encumbrances, then the Post-Closing Prefunded Warrants will vest and become exercisable in four equal amounts commencing on the date of issuance of the Patent and then for the three subsequent three-month anniversaries thereof. If a Patent does not issue from the CERES-MNG Patent Application within 24 months from the Closing Date, the Post-Closing Prefunded Warrants will be returned to the Purchaser, and the Purchase Price shall be adjusted downward dollar for dollar. All Post-Closing Prefunded Warrants are subject to Shareholder Approval before vesting can occur.

In the event that after 24 months from the closing date, a Patent does not issue from the IP, Buyer's obligation to issue the Post-Closing Shares and Dividends to MNG will be deemed null and void ab initio and will no longer be due and owing to MNG, and the Post-Closing Shares shall be released from escrow and returned to the Company, and the Purchase Price shall be adjusted downward dollar for dollar.

Based on the terms above and in conformity with US GAAP, the Company accounted for purchase as an asset acquisition and has deemed the asset purchased as an in-process research and development. The Company has further deemed the asset to be of indefinite life until the completion of the associated research and development ("R&D") activities. Once completed and commercialized, the asset will be amortized over its useful life. The recognition of the IP asset is based on the payments made to date of $725,000, prefunded warrants issued and contingent consideration that is probable and reasonably estimable as of the reporting date. Subsequent changes in contingent consideration are recorded against cost. Further, the company has recorded $750,000 as contingent consideration, which is considered probable and due on closing. The remaining amounts payable as described above were not deemed to be probable at September 30, 2022, and accordingly have not been accrued for.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	September 30, 2022	December 31, 2021
Accounts payable	$ 445,186	$ 414,117
Accrued expenses	350,698	981,027
Others	200,637	137,168
Accounts payable and accrued liabilities	$ 996,521	$ 1,532,312

Accrued expenses include professional fee payable of $72,955 (December 31, 2021 - $66,408), interest expense of $22,935 (December 31, 2021 – $24,797), Directors' fees payable of $30,286 (December 31, 2021 - $39,309), withholding tax payable of $75,282 (December 31, 2021 - $89,236) legal expense payable of $149,240 (December 31, 2021 - $174,598,) and other items aggregating nil (December 31, 2021 - $86,679). Accrued expenses as of December 31, 2021, also included $500,000 related to reimbursement for satisfaction of secured debt of seller of IP asset.

6. DEBENTURES

On March 24, 2021, the Company entered into a securities purchase agreement with certain accredited investors for the purchase of $750,000 in principal amount ($600,000 subscription amount) of senior secured debentures originally due June 24, 2021 (the "Bridge Loan"). The imputed interest rate is encompassed within the original issue discount of the debentures and no additional cash interest shall be due. Transaction costs of $69,000 have been recorded in connection with the Bridge Loan.

On June 24, 2021, the due date was extended, for which the Company paid an extension fee of 10,000 common shares with a fair value of $60,000. The Bridge Loan was repaid in full on July 13, 2021.

As part of the Bridge Loan, the debenture holder was issued warrants (the "Bridge Warrants") to purchase 93,938 common shares with a strike price of $3.99 per share. The term of the warrants was three years. The fair value of the warrants were recorded as a liability in the balance sheet using the Black-Scholes option-pricing model. The Company remeasured the fair value of the warrant liability at each reporting date until the warrants were exercised on October 27, 2021. The fair value of the warrants liability is subject to significant fluctuation based on changes in the inputs to the Black-Scholes option-pricing model, including our common stock price, expected volatility, expected term, the risk-free interest rate and dividend yield.

On June 30, 2022, the Company executed the definitive agreement with arm's length accredited institutional investors (the "Investors") for a $14,025,000 principal debentures with a 10% original issue discount (the "Debentures") for gross proceeds of $12,750,000. The interest rates on the Debentures are 5% for the first 12 months, 6% for the subsequent 12 months, and 8% per annum thereafter. Principal repayments will be made in 25 equal installments and began on September 1, 2022. The Debenture may be extended by six months at the election of the Company by paying a sum equal to six months interest on the principal amount outstanding at the end of the 18th month, at the rate of 8% per annum. The Debentures are convertible into common shares at $2.22 per share. The Investors have the right to purchase additional tranches of $5,000,000 each, up to a total additional principal amount of $33,000,000. In addition, the Investors received 4,106,418 warrants at a strike price of $2.442, which expire on December 31, 2025 (the "Debenture Warrants"). The Debenture Warrants and Debentures each have down round provisions whereby the conversion and strike prices will be adjusted downward if the Company issues equity instruments at lower prices. The Debenture Warrants strike price and the Debenture conversion price will be adjusted down to the effective conversion price of the issued equity instruments. Due to the currency of these features being different from the Company's functional currency the Debenture Warrants and Debentures' convertible features were classified as derivative liabilities and are further discussed in Note 8. The transaction costs incurred in relation to the Debentures were $1,634,894.

The cash proceeds were received on July 7, 2022.

The following table summarizes our outstanding debentures as of the dates indicated:

	Maturity	Cash Interest Rate	September 30, 2022
Principal (initial)	12/31/2024	5.00% - 8.00%	$ 14,025,000
Repayments and conversions			(1,272,000)
Debt issuance costs and discounts (Note 6 & 8)			(8,670,613)
Total Debentures (current)			$ 4,082,387

During the nine months ended September 30, 2022, the Investors converted $150,000 of convertible debentures into 67,568 shares of the Company resulting in a $93,973 gain on the conversion of convertible debentures.

7. LONG TERM LOAN

During the year ended December 31, 2020, the Company entered into a loan agreement with Alterna Bank for a principal amount of $31,417 (CAD$ 40,000) under Canada Emergency Business Account Program (the "Program").

The Program, as set out by the Government of Canada, requires that the funds from this loan shall only be used by the Company to pay non-deferrable operating expenses including, without limitation, payroll, rent, utilities, insurance, property tax and regularly scheduled debt service, and may not be used to fund any payments or expenses such as prepayment/refinancing of existing indebtedness, payments of dividends, distributions and increases in management compensation.

The existing terms of CEBA loans require that the outstanding balance (other than the amount available to be forgiven) be repaid on or before December 31, 2022, to be eligible for partial loan forgiveness. The Government of Canada has recently announced the December 31, 2022 forgiveness repayment date will be extended to December 31, 2023 for eligible CEBA loan holders in good standing.

The loan is interest free for an initial term that ends on December 31, 2023 (originally December 31, 2022). Repaying the loan balance on or before December 31, 2023 will result in loan forgiveness of up to 33% (up to CAD $20,000). Any outstanding loan after initial term carries an interest rate of 5% per annum, payable monthly during the extended term of January 1, 2024 to December 31, 2025 (previously January 1, 2023 to December 31, 2024).

In April 2021, the Company applied for additional loan with Alterna Bank under the Program and received $15,145 (CAD$20,000). The expansion loan is subject to the original terms and conditions of the Program.

The balance at September 30, 2022 was $43,773, adjusted for foreign currency exchange adjustments of $3,553.

8. DERIVATIVE LIABILITIES

Warrant Liabilities

As of September 30, 2022, the warrant liabilities represent aggregate fair value of publicly traded 3,088,198 Series A warrants, 135,999 representative's warrants and 4,106,418 Debenture Warrants. The fair value of the IPO warrants and representative's warrants amount to $692,877 (December 31, 2021 - $1,418,964) and were categorized as a Level 1 financial instrument. The fair value of the Debenture Warrants amounted to $3,650,000 (June 30, 2022 - $4,080,958) and were categorized as a Level 3 financial instrument. As at September 30, 2022 the Company utilized the Monte Carlo option-pricing model (June 30, 2022 – Black-Scholes option-pricing model) for the Debenture Warrants using the following assumptions: stock price $1.50 (June 30, 2022 - $2.31), dividend yield – nil (June 30, 2022 – nil), expected volatility 90.0% (June 30, 2022 – 58.3%), risk free rate of return 4.25% (June 30, 2022 - 3.14%), and expected term of 3.25 years (June 30, 2022 – expected term of 3.5 years).

The representative's warrants are exercisable one year from the effective date of the registration statement for the IPO and will expire three years after the effective date. The exercise price of the representative's warrant is $6 per share. The warrants have been deemed compensation by FINRA and are therefore subject to a six-month lock-up pursuant to Rule 5110(e)(1) of FINRA. The underwriter (or permitted assignees under Rule 5110(e)(1)) will not sell, transfer, assign, pledge, or hypothecate these warrants or the securities underlying these warrants, nor will they engage in any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the warrants or the underlying securities for a period of six-month from the date of this prospectus. The exercise price and number of shares issuable upon exercise of the warrants may be adjusted in certain circumstances including in the event of a stock dividend, extraordinary cash dividend or recapitalization, reorganization, merger or consolidation.

The fair value change on the IPO and representative's warrant liabilities amounted to $640,540 and is recorded in the statement of comprehensive loss for the nine months ended September 30, 2022.

Debenture Convertible Feature

On June 30, 2022, the Company issued Debentures with an equity conversion feature, see Note 6. The fair value of the Debentures' convertible features were $2,249,000 on September 30, 2022 (June 30, 2022 - $3,336,535) and were categorized as a Level 3 financial instrument. As at September 30, 2022 the Company utilized the Monte Carlo option-pricing model (June 30, 2022 – Black-Scholes option-pricing model) for the convertible feature using the following assumptions: stock price $1.50 (June 30, 2022 - $2.31), dividend yield – nil (June 30, 2022 – nil), expected volatility 90.0% (June 30, 2022 – 101.0%), risk free rate of return 4.22% (June 30, 2022 - 3.14%), discount rate 18.93% (June 30, 2022 – not applicable), and expected term of 2.25 year (June 30, 2022 – 1 year).

Changes in the fair value of Company's Level 3 financial instruments for the nine months ended September 30, 2022 were as follows:

	Debenture Warrants	Debenture Convertible Feature	Total
Beginning balance	$ -	$ -	$ -
Additions	4,080,958	3,336,535	7,417,493
Conversions	-	(63,723)	(63,723)
Change in fair value	(191,957)	(850,992)	(1,042,949)
Effect of exchange rate changes	(239,001)	(172,820)	(411,821)
Balance at September 30, 2022	$ 3,650,000	$ 2,249,000	$ 5,899,000

The fair value of the debenture warrants and debenture convertible feature includes the volatility and risk-free rate.

9. SHARE CAPITAL

	Nine months ended September 30, 2022	
	# of shares	Amount
Common shares issued for bonuses and compensation	184,563	$ 432,054
Common shares issued for conversion of convertible debt	67,568	131,532
Common shares issued to consultants	259,767	801,457
Total common shares issued	511,898	$ 1,365,043

	Nine months ended September 30, 2021	
	# of shares	Amount
Common shares issued for cash	3,127,998	$ 13,262,712
Common shares issued for conversion of series A preferred stock	2,258,826	6,717,873
Common shares issued on exercise of warrants	39,800	238,800
Common shares issued on cashless exercise of options	820,029	-
Common shares issued for bonus	98,356	514,066
Common shares issued for consulting services	62,237	349,809
Common shares issued for settlement of accrued director's fee	19,992	46,783
Common shares issued for dividend on preferred shares	189,004	735,932
Share issue costs	-	(2,099,842)
Total common shares issued	6,616,242	$ 19,766,133

Potentially dilutive securities that are not included in the calculation of diluted net loss per share because their effect is anti-dilutive are as follows (in common equivalent shares):

	September 30, 2022	September 30, 2021
Warrants	9,876,680	5,864,200
Options	635,569	724,037
Convertible debentures	5,744,595	-

Total anti-dilutive weighted average shares	16,256,844	6,588,237

10. LEASES

Upon adoption of Topic 842 effective January 1, 2022, the Company recognized operating lease liabilities of $1,776,599 and corresponding right-of-use ("ROU") assets of $1,837,782. The difference between operating lease liabilities and right-of-use assets recognized is due to prepaid rent and deferred rent recorded under prior lease accounting standards. Topic 842 requires such balances to be reclassified against right-of-use assets at transition. In future periods such balances will not be presented separately.

The components of lease expenses were as follows:

	Nine months ended September 30, 2022	
Operating lease cost	$	226,098
Short-term lease cost		12,630
Total lease expenses	$	238,728

The Company has an operating lease for its office lease in Canada with a remaining lease term of seven years. The discount rate was 7.0%. The Company has no finance leases.

11. COMMITMENTS AND CONTINGENCIES

Lease commitment

The Company entered an operating lease for office space. The minimum future payments under the lease for our continuing operations in each of the years ending December 31 is as follows:

Remaining 2022	$	66,677
2023		267,886
2024		277,074
2025		292,826
2026		292,826
Subsequent years		805,272
Total minimum lease payments		2,002,561
Less: imputed interest		(481,693)
Total lease liability		1,520,868
Current portion of lease liability		(244,358)
Non-current portion of lease liability	$	1,276,510

Debenture principal repayments

The following table summarizes the future principal payments related to our outstanding debt as of September 30, 2022:

2022	$	1,683,000
2023		6,732,000
2024		4,338,000
	$	12,753,000

Contingencies

Litigation

As at September 30, 2022, the Company had no contingencies to disclose.

12. SUBSEQUENT EVENTS

The Company evaluated subsequent events through November 10, 2022, the date on which these interim financial statements were available to be issued, to ensure that this filing includes appropriate disclosure of events both recognized in the interim financial statements as of and subsequent to September 30, 2022, but were not recognized in the interim financial statements. Except as disclosed below, there were no events that required recognition, adjustment or disclosure in the financial statements.

On October 1, 2022, the Company issued to a consultant a total of 25,000 common shares.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Prospective investors should read the following discussion and analysis of our financial condition and results of operations together with our financial statements and the related notes and other financial information included elsewhere in this Annual Report. Some of the information contained in this discussion and analysis or set forth elsewhere in this Annual Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve risks and uncertainties. See "Cautionary Note Regarding Forward-Looking Statements." You should review the "Risk Factors" section of this Annual Report for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis.

Company History and Our Business

AgriFORCE Growing Systems Ltd. was incorporated as a private company by Articles of Incorporation issued pursuant to the provisions of the British Columbia Business Corporations Act on December 22, 2017. The Company's registered and records office address is at 300 – 2233 Columbia Street, Vancouver, British Columbia, Canada, V5Y 0M6. On February 13, 2018, the Company changed its name from 1146470 B.C. Ltd to Canivate Growing Systems Ltd. On November 22, 2019, the Company changed its name from Canivate Growing Systems Ltd. to AgriFORCE Growing Systems Ltd.

At AgriFORCE, our purpose is clear: to positively transform farm, food, and family every day, everywhere. With years of in-depth research and development experience, we are pioneers, ready to deliver integrated, practical, and sustainable solutions that can be applied throughout multiple verticals in AgTech. We drive our business through two operating divisions, AgriFORCE Solutions and AgriFORCE Brands.

Our two divisions—AgriFORCE Solutions and AgriFORCE Brands—work in partnership to address some of the existential challenges being faced by the world today—climate change, extreme weather, food security and sovereignty, the environmental impact of industrial and commercial farming—working towards providing better tasting, more nutritious plant-based foods and other products to consumers on a global level.

Status as an Emerging Growth Company

On April 5, 2012, the Jumpstart Our Business Startups Act of 2012, or the JOBS Act, was enacted. Section 107 of the JOBS Act provides that an "emerging growth company" can take advantage of the extended transition period provided in Section 7(a)(2)(B) of the Securities Act of 1933, as amended, or the Securities Act, for complying with new or revised accounting standards. In other words, an "emerging growth company" can delay the adoption of certain accounting standards until those standards would otherwise apply to private companies. We have irrevocably elected to avail ourselves of this extended transition period and, as a result, we will adopt new or revised accounting standards on the relevant dates on which adoption of such standards is required for private companies.

We are in the process of evaluating the benefits of relying on other exemptions and reduced reporting requirements provided by the JOBS Act. Subject to certain conditions set forth in the JOBS Act, as an "emerging growth company," we intend to rely on certain of these exemptions from, without limitation, (i) providing an auditor's attestation report on our system of internal controls over financial reporting pursuant to Section 404(b) of the Sarbanes-Oxley Act and (ii) complying with any requirement that may be adopted by the Public Company Accounting Oversight Board (PCAOB) regarding mandatory audit firm rotation or a supplement to the auditor's report providing additional information about the audit and the financial statements, known as the auditor discussion and analysis. We will remain an "emerging growth company" until the earliest of (a) the last day of our fiscal year following the fifth anniversary of the closing of the initial public offering, (b) the last day of the first fiscal year in which our annual gross revenues exceed $1.07 billion, (c) the last day of our fiscal year in which we are deemed to be a "large accelerated filer" as defined in Rule 12b-2 under the Securities Exchange Act of 1934, or Exchange Act (which would occur if the market value of our equity securities that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter), or (d) the date on which we have issued more than $1 billion in nonconvertible debt during the preceding three-year period.

Our Business Plan

The Company plans to develop its business by focusing on both an organic growth plan and through M&A. The Company's organic growth plan is focused on four distinct phases:

AgriFORCE Solutions

AgriFORCE Solutions provides consulting services for AgTech knowledge, operational solutions, and research and development (R&D), which is augmented with patented and patent pending controlled-environment agriculture (CEA) and additional agriculture facilities and platforms.

We have taken a strategic and holistic view of agriculture to provide solutions that address the key challenges facing this important industry. We develop and acquire innovative intellectual property (IP) and technology to improve farming. Our expertise goes from seed to table and ranges through the life cycle of a plant—from micropropagation and tissue culture to cultivation—with a proprietary approach that brings together all of the elements, including crops, operations, facilities, systems, and environment designed to allow the plant to reach its full genetic potential.

PHASE 1: COMPLETED: 2017-2021

- Conceptualization, engineering, and design of facility and systems (Completed).
- Completed selection process of key environmental systems with preferred vendors (Completed).
- The signing of revenue contracts with the Exclusive Independent Operator (EIO) for the first three facilities completed (Completed).
- The arrangement of three offtake agreements signed with Exclusive Independent Operator (EIO) for those three facilities when complete. (Subsequently these agreements were terminated in Q2 2021).
- ForceFilm material ordered (Completed).

PHASE 2: 2022-2024:

- Purchase of the land parcel in Coachella, CA
- Complete new contracts' structures for those first three facilities with new independent operators.
- Site preparation and utilities infrastructure build out for the campus (up to eight facilities).
- Fit out and complete genetics lab for micropropagation, breeding, and R&D to achieve near term revenue (8 months) of the sale of tissue culture clones for variant crops.
- Additional raw materials procurement of AgriFORCE IP specific automated grow system, supplemental grow lighting and controls systems, and manufacture of the building envelope materials.
- Conceptualization and design of vertical grow solutions in order to develop a small-scale vertical grow house.
- Focus on the delivery and installation of the first facility.
- Initiate the design of a R&D facility for food solutions and plant-based pharma.

PHASE 3: 2024-2027:

- Compete construction of first facility and commence operations
- Focus on the delivery and installation of the second and third facilities. Proof of quantitative and qualitative benefits are expected to drive both sales pipeline acceleration for subsequent years.
- Complete the design and construction of a` R&D facility for food solutions and plant-based pharma. Commence engagement with universities and pharmaceutical companies.
- Construct small scale vertical grow house and operate successfully.
- Finalize the design and engineering of vertical grow solution with construction commencement late in the third year. Commence engagement with local restaurants and grocery stores and develop a vertical grow house branding strategy.

PHASE 4: 2027:

- Focus on delivery and installation of additional facilities.
- Expand geographic presence into other states whilst also introducing the grow house to other international markets with a view to securing additional locations and markets by year four.
- Targeted additional contracts of three facilities.
- Commence and complete first vertical grow commercial facility to serve Southern California market by end of year 4.

The Company's initial AgriFORCE grow houses are planned to be constructed in California.

AgriFORCE Brands

AgriFORCE Brands division is focused on the development and commercialization of plant-based ingredients and products that deliver healthier and more nutritious solutions. We will market and commercialize both branded consumer product offerings and ingredient supply. This started with the acquisition of the MNG (Manna) intellectual property which is a patent-pending technology to naturally process and convert grains, pulses, and root vegetables. The process results in low-starch, low-sugar, high-protein, fiber-rich baking flour products, and nutrition liquid. The nutrition values of the flour have the potential to transform consumers' diet in multiple verticals.

MNG Wheat flour has 30 times more fiber, up to 3 times more proteins and less than 15% of the starch as Regular All-Purpose Baking flour as independently tested and conducted by Eurofins Food Chemistry Testing Madison, Inc.

PHASE 1: COMPLETED: 2017-2020

- Product and Process Testing and Validation (Completed)
- Filing of US and International Patent (Completed)
- Conceptual Engineering and Preliminary Budgeting on Commercial Pilot Plant (Completed)

PHASE 2: 2021-2022

- Design, Build, Start-up and Operation of the Pilot Plant
- Develop Range of Finished Products in Wheat Grain Flours
- Collaborate with Nutritional Flour Medical Research Institute (an IRS section 501(c)(3) Medical Research Organization) funded by private & public research grants

PHASE 3: 2022-2023

- Launch First Range of Products in US/Canada
- Drive Business with Finished Products in direct to consumer ("D2C"), Retail, Food Service
- Drive Business as Ingredients for Bakery, Snack and Plant Based Protein Products Manufacturers
- Develop Manufacturing Base through Partnerships and Licensing
- Conceptual Engineering and Preliminary Budgeting on Large-Scale Processing Plant
- Develop Range of Finished Products in other Grain Flours, Pulses/Protein Flours and Juices

PHASE 4: 2024-2025

- Expand Product Range in US/Canada
- Expand Business to other Geographies (select Markets in Europe, Asia, Latin America)
- Design, Build Start-up and Operation of Large-Scale Processing Plan

Merger and Acquisition ("M&A")

With respect to M&A growth, the Company is creating a separate corporate office to aggressively pursue acquisitions. The Company plans to focus on identifying target companies, which help expand AgriFORCE Brand's mandate to deliver more nutritious (better for you) crops, ingredients, and plant-based products that are sustainably produced. The Company believes that AgriFORCE Solutions platform of IP and group of companies acquired through M&A can identify opportunities to produce crops more sustainably and that offer unique competitive advantages through the supply chain to ultimately have them converted into ingredients and plant based products or simply sold to consumers through AgriFORCE Brands.

Below is a summary of the intended strategy with respect to the Company's M&A strategy:

Strategy

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2022 AND 2021

Results of Operations

The following discussion should be read in conjunction with the condensed unaudited financial statements for the interim periods ended September 30, 2022 and 2021 respectively, included in this report.

Revenues

The Company has generated no revenue since inception.

Operating Expenses

Operating expenses increased in the three months ended September 30, 2022 as compared to September 30, 2021 by $1,028,477 or 43%, primarily due to an increase in consulting expenses by $393,212 and an increase in professional fees by $1,036,583 for third party consultants providing services related to financial advisory services and strategic acquisitions, an increase in wages and salaries of $145,618 for additional employees hired post IPO and an increase to sales and marketing expenses of $95,750 for brand recognition, brand identity and graphic design expenses related to un(Think) Food brand. This was partially offset by a decrease in share-based compensation of $347,141 due to increased vesting of options issued in Q2 2021 and a decrease in investor and public relations of $279,080 due to a significant post IPO marketing campaign that began in Q3 2021 and did occur in Q3 2022. All other items aggregate $16,465.

Operating expenses increased in the nine months ended September 30, 2022 as compared to September 30, 2021 by $6,404,280 or 161%, primarily due to an increase in wages and salaries by $1,954,797 for additional employees hired post IPO, increase in professional fees by $1,664,732 and consulting expenses of $1,410,034 for third party consultants providing services related to financial advisory services and strategic acquisitions, increase in research and development by $359,655, increase in sales and marketing expenses of $186,132 for public brand recognition, brand identity and graphic design expenses related to un(Think) Food brand, increase in travel and entertainment of $174,874 due to trips related to M&A activity including Delphy Groep BV, increase to lease expense of $166,255 due to office rental that began in late 2021 and an increase in office and administrative expenses by $547,766 for additional insurance and increased costs as the Company entered into growth phase post IPO and increased its staff and operations. This is partially offset by other items aggregating $59,965.

Other (Income) / Expenses

Other expenses for the three months ended September 30, 2022 increased primarily due to accretion interest on senior secured debentures of $1,631,653. This was offset by the change in fair value of derivative liabilities of $646,067 from a decreased stock price and a decrease in issuance cost related to warrants of $375,123. All other items aggregate $65,928.

Other income for the nine months ended September 30, 2022 increased primarily due to the change in fair value of derivative liabilities of $864,529 from a decreased stock price and a decrease in issuance cost related to warrants of $375,123. This was offset by an increase in accretion interest on senior secured debentures of $1,204,293. All other items aggregate $163,627.

Liquidity and Capital Resources

The Company's primary need for liquidity is to fund working capital requirements, capital expenditures, and for general corporate purposes. The Company's ability to fund operations and make planned capital expenditures and debt service obligations depends on future operating performance and cash flows, which are subject to prevailing economic conditions, financial markets, business and other factors. We have recorded a net loss of $10,120,501 for the nine months ended September 30, 2022, and a net loss of $3,915,207 for the nine months ended September 30, 2021. We have recorded an accumulated deficit of $30,021,493 as of September 30, 2022 and $19,900,992 as of December 31, 2021. Net cash used in operating activities for the nine months ended September 30, 2022 and September 30, 2021 was $8,859,587 and $3,017,468, respectively.

We had $7,869,028 in cash as at September 30, 2022 as compared to $7,775,290 as at December 31, 2021.

Our future capital requirements will depend on many factors, including:

- the cost and timing of our regulatory activities, especially the process to obtain regulatory approval for our intellectual properties in the U.S. and in foreign countries
- the costs of R&D activities we undertake to further develop our technology
- the costs of constructing our grow houses, including any impact of complications, delays, and other unknown events
- the costs of commercialization activities, including sales, marketing and production
- the level of working capital required to support our growth
- our need for additional personnel, information technology or other operating infrastructure to support our growth and operations as a public company
- completion of planned acquisitions

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty. The Company is at the stage of development of its first facility and other IP. As such it is likely that additional financing will be needed by the Company to fund its operations and to develop and commercialize its technology. These factors raise substantial doubt about the Company's ability to continue as a going concern.

For the next twelve months from issuance of these financial statements, the Company will seek to obtain additional capital through the sale of debt or equity financings or other arrangements to fund operations; however, there can be no assurance that the Company will be able to raise needed capital under acceptable terms, if at all. The sale of additional equity may dilute existing shareholders and newly issued shares may contain senior rights and preferences compared to currently outstanding common shares. Issued debt securities may contain covenants and limit the Company's ability to pay dividends or make other distributions to shareholders. If the Company is unable to obtain such additional financing, future operations would need to be scaled back or discontinued. Due to the uncertainty in the Company's ability to raise capital, management believes that there is substantial doubt in the Company's ability to continue as a going concern for twelve months from the issuance of these financial statements.

Cash Flows

The net cash used by operating activities for the nine months ended September 30, 2022 is attributable to an increase operating costs associated with an increase in wages and salaries by $1,954,797 for additional employees hired post IPO, increase in professional fees by $1,664,732 and consulting expenses of $1,410,034 for third party consultants providing services related to financial advisory services and strategic acquisitions. The resulting net loss was adjusted primarily by non-cash expenses related to accretion of interest on senior secured debentures of $1,688,672, share based compensation of $282,828, shares issued for consulting services of $708,162, and shares issued for bonus and compensation of $432,054. This was partially offset by a non-cash change in the fair value of derivative liabilities of $1,683,489. Changes in operating assets and liabilities decreased for the nine months ended September 30, 2022 which was mainly due to lease liabilities decrease of $255,731 and offset by right-of-use asset of $249,038 with all other items aggregating $189,383. For the nine months ending September 30, 2021 net cash used by operating activities was attributable to an increase in operating costs associated with an increase in wages and salaries by $409,112 for additional employees hired post IPO, increase in consulting expenses of $258,200 for third party consultants providing services related to financial advisory services, increase in office and administrative expenses of $292,237 as the Company entered into growth phase post IPO and an increase in investor and public relations expense of $403,177 due to a significant post IPO marketing campaign that began in Q3 2021. The resulting net loss was adjusted primarily by non-cash expenses related to shared based compensation of $571,398, accretion of interest on senior secured debentures of $484,379, shares issued for consulting services amounting to $298,214, and loss on extension of debt term amounting to $59,055. This was offset by the change in fair value of derivative liabilities of $818,960. Changes in operating assets and liabilities decreased for the nine months ended September 30, 2021 which was caused by prepaid expenses and deposits of $266,832 from an office lease deposit and increased prepaid insurance and other items aggregating $22,574. This was offset by accounts payable and accrued liabilities increase of $210,330 due to accrued bonus' and directors' fees.

The net cash used in investing activities for nine months ended September 30, 2022 is related to the payment against acquisition of IP intangible asset of $500,000 and acquisition of equipment and leasehold improvement amounting to $93,259 due to increased staffing and office renovations, respectively. The net cash used in investing activities for nine months ended September 30, 2021 is related to the payment against acquisition of IP intangible asset of $225,000 and payment for construction in progress of $744,191.

Net cash used in financing activities for the nine months ended September 30, 2022 represents net proceeds from debentures of $12,750,000. This was partially offset by financing costs of debentures of $1,634,894 and repayments and interest paid on convertible debentures of $1,122,000 and $173,376, respectively. Cash flow from financing activities for the nine months ended September 30, 2021 mainly represents proceeds from the IPO net of underwriting discount and issue costs of $13,360,616, proceeds from issuance of senior secured debentures, net of transactions costs of $531,000, as well as proceeds from long-term loan of $15,932 which was offset by repayment of senior secured debentures of $750,000.

Recent Financings

On March 24, 2021, the Company entered into a securities purchase agreement with certain accredited investors for the purchase of $750,000 in principal amount ($600,000 subscription amount) of senior secured debentures originally due June 24, 2021. The debentures were issued pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, to certain purchasers who are accredited investors within the meaning of Rule 501 under the Securities Act of 1933, as amended. On June 24, 2021, the due date was extended, and the senior secured debentures were repaid in full on July 13, 2021.

On July 12, 2021, the Company completed its IPO whereby it sold a total of 3,127,998 units, each consisting of one common share and one Series A warrant to purchase one common share, at a public offering price of $5.00 for gross proceeds of $15,639,990. The Company received net proceeds from the IPO of $14,388,791, after deducting underwriting discounts and commissions of $1,251,199.

On June 30, 2022, the Company entered into security purchase agreements with certain accredited investors for the purchase of $14,025,000 in principal amount of convertible debentures due December 31, 2024. On July 7, 2022, $12,750,000 of proceeds were received net of $1,275,000 in original issuance discount, less financing costs of $1,634,894.

Off Balance Sheet Arrangements

None.

Significant Accounting Policies

See the footnotes to our unaudited financial statements for the nine months ended September 30, 2022 and 2021, included with this quarterly report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and in Item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our management is also required to assess and report on the effectiveness of our internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 ("Section 404"). Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes of accounting principles generally accepted in the United States. Management assessed the effectiveness of our internal control over financial reporting as of June 30, 2022. In making this assessment, we used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control - Integrated Framework in the 2013 COSO framework. Based on this assessment, management concluded that our disclosure controls and procedures were effective.

Changes in Internal Controls.

There have been no changes in our internal control over financial reporting during the quarter ended September 30, 2022, that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Limitations on Effectiveness of Controls and Procedures

Our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving the desired control objectives. Our management recognizes that any control system, no matter how well designed and operated, is based upon certain judgments and assumptions and cannot provide absolute assurance that its objectives will be met. In addition, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and that management is required to apply judgment in evaluating the benefits of possible controls and procedures relative to their costs. Similarly, an evaluation of controls cannot provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, have been detected.

PART II — OTHER INFORMATION

Item 1. Legal Proceedings

For a discussion of legal proceedings, see Note 11 to the unaudited condensed consolidated financial statements included under Part I, Item 1 of this report.

Item 1A. Risk Factors

As a smaller reporting company as defined by Rule 12b-2 of the Exchange Act and in Item 10(f)(1) of Regulation S-K, we are electing scaled disclosure reporting obligations and therefore are not required to provide the information requested by this item.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On July 1, 2022, the Company issued to a consultant a total of 25,000 common shares.

On July 1, 2022, the Company issued 17,707 common shares as part of compensation to an employee.

On July 5, 2022, the Company issued 14,657 common shares as part of compensation to an officer of the Company.

On August 4, 2022, the Company repurchased 16,875 common shares that was originally paid as compensation to an officer of the Company.

On August 24, 2022, the Company issued 22,523 common shares upon conversion of convertible debt.

On September 2, 2022, the Company issued 45,045 common shares upon conversion of convertible debt.

On September 30, 2022, the Company issued 60,910 common shares as part of compensation to Company's officers.

On September 30, 2022, the Company issued to a consultant a total of 5,000 common shares.

On October 1, 2022, the Company issued to a consultant a total of 25,000 common shares.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002*
32.1	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
32.2	Certification pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.ins	Inline XBRL Instance Document**
101.sch	Inline XBRL Taxonomy Schema Document**
101.cal	Inline XBRL Taxonomy Calculation Document**
101.def	Inline XBRL Taxonomy Linkbase Document**
101.lab	Inline XBRL Taxonomy Label Linkbase Document**
101.pre	Inline XBRL Taxonomy Presentation Linkbase Document**
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Furnished herewith
** Filed herein

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.

		AGRIFORCE GROWING SYSTEMS, LTD.
Date: November 10, 2022	By:	*/s/ Ingo Mueller*
	Name:	Ingo Mueller
	Title:	Chief Executive Officer and Director (Principal Executive Officer)
Date: November 10, 2022	By:	*/s/ Richard Wong*
	Name:	Richard Wong
	Title:	Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ingo Mueller, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AgriFORCE Growing Systems, Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly for the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 10, 2022

By: */s/ Ingo Mueller*
Ingo Mueller
Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO SECTION 302 OF THE
SARBANES-OXLEY ACT OF 2002

I, Richard Wong, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AgriFORCE Growing Systems, Ltd.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly for the period in which this quarterly report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies and material weaknesses in the design or operation of internal controls which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Dated: November 10, 2022

By: */s/ Richard Wong*
Richard Wong
Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 32.1

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

About the Quarterly Report of AgriFORCE Growing Systems, Ltd. (the “Company”) on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Ingo Mueller, Chief Executive Officer (Principal Executive Officer) of the Company, certifies, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 10, 2022

By: */s/ Ingo Mueller*
Ingo Mueller
Chief Executive Officer (Principal Executive Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of AgriFORCE Growing Systems, Ltd. (the “Company”) on Form 10-Q for the period ended September 30, 2022 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Richard Wong, Chief Financial Officer, Secretary and Director (Principal Financial and Accounting Officer) of the Company, certifies, pursuant to 18 U.S.C. section 1350 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 10, 2022

By: */s/ Richard Wong*
Richard Wong
Chief Financial Officer (Principal Financial and Accounting Officer)

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.