

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>NICHOLSON DON</b> <small>(Last) (First) (Middle)</small> # 501 - 1580 MARTIN ST. <small>(Street)</small> <b>WHITE ROCK,, A1 V4B 5M3</b> <small>(City) (State) (Zip)</small>	2. Date of Event Requiring Statement (Month/Day/Year) <b>07/08/2021</b>	3. Issuer Name and Ticker or Trading Symbol <b>AGRIFORCE GROWING SYSTEMS LTD. [AGRI]</b>		
		4. Relationship of Reporting Person(s) to Issuer <small>(Check all applicable)</small> <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common shares	144,230	D	
Common shares	437,290	I	By 0902550 BC Ltd.

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock options	(1)	06/30/2026	Common shares	30,070 (2)	\$ 3.8 (3)	D	
Stock options	(4)	05/31/2026	Common shares	24,642 (2)	\$ 7	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NICHOLSON DON # 501 - 1580 MARTIN ST. WHITE ROCK,, A1 V4B 5M3	X			

## Signatures

/s/ Donald Nicholson	07/08/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The shares subject to such option vest and become exercisable annually in substantially equal installments over a two-year period, with the first tranche vested at the date of grant of June 30, 2020, subject to the Reporting Person's continuous service to the Issuer on each such date.
- (2) If permitted by the policies of any stock exchange on which the Issuer may be listed from time to time, the stock option may be exercised by means of a "cashless exercise", in which event the Issuer shall issue to the holder the net number of common shares determined based on the formula presented in the exhibit to the stock option certificate.

- (3) The exercise price reported above was converted from the Canadian exercise price of CAD \$4.75 using an exchange rate of CAD \$1.25 = US \$1.00.
- (4) The shares subject to such option vest and become exercisable annually in substantially equal installments over a three-year period, with the first tranche to be vested on the three-month anniversary of date of grant of May 31, 2021, subject to the Reporting Person's continuous service to the Issuer on each such date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.