

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>Hetzel Brandon</u>  (Last) (First) (Middle) 525 OKEECHOBEE BLVD. SUITE 1650  (Street) WEST PALM FL 33401 BEACH  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 03/17/2023	3. Issuer Name and Ticker or Trading Symbol <u>AFC Gamma, Inc. [ AFCG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) CFO and Treasurer	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 Stock	7,660 <sup>(1)</sup>	D	

**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: 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 Option (right to buy)	(2)	11/18/2027	Common Stock	3,500	15.29	D	
Stock Option (right to buy)	(3)	03/23/2028	Common Stock	7,000	19	D	

**Explanation of Responses:**

- 1. Represents restricted stock. Each share of restricted stock remains subject to forfeiture in accordance with the terms of the applicable award agreement.
- 2. Approximately one-third of the shares subject to this option vested on November 18, 2022. The remaining shares subject to this option will vest on November 18 of each of 2023 and 2024.
- 3. Approximately one-third of the shares subject to this option vested on March 23, 2023. The remaining shares subject to this option will vest on March 23 of each of 2024 and 2025.

**Remarks:**

Exhibit List: Exhibit 24 - Power of Attorney

/s/ Gabriel A. Katz as Attorney-in-Fact

03/23/2023

\*\* Signature of Reporting Person

Date

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

\* 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).

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

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 Number.

**POWER OF ATTORNEY**  
**FOR SEC FILINGS ON FORMS ID, 3, 4, 5 AND 144**

The undersigned hereby constitutes and appoints each of Gabriel A. Katz, Chief Legal Officer, and Robyn Tannenbaum, President of AFC Gamma, Inc. (the "Company"), so long as each is employed at the Company, and Jeeho Lee, Tai Vivatvaraphol and Regina Braman, of O'Melveny & Myers LLP ("OMM"), outside counsel to the Company, so long as each is employed at OMM, as his true and lawful attorney-in-fact and agent (each, an "Attorney-In-Fact"), with full power of substitution and resubstitution for him and in his name and stead in any and all capacities, to sign and file for and on his behalf, in respect of any acquisition, disposition or other change in ownership of any of the securities of the undersigned, the following:

- (i) any Form ID to be filed with the Securities and Exchange Commission (the "SEC");
- (ii) any Initial Statement of Beneficial Ownership of Securities on Form 3 to be filed with the SEC;
- (iii) any Statement of Changes of Beneficial Ownership of Securities on Form 4 to be filed with the SEC;
- (iv) any Annual Statement of Beneficial Ownership of Securities on Form 5 to be filed with the SEC;
- (v) any Notice of Proposed Sale of Securities on Form 144 to be filed with the SEC; and
- (vi) any and all agreements, certificates, receipts, or other documents in connection therewith.

The undersigned hereby gives full power and authority to each Attorney-In-Fact to seek and obtain as his representative and on his behalf, information on transactions in the securities of the undersigned from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such third party to release such information to each Attorney-In-Fact and approves and ratifies any such release of information.

The undersigned hereby grants unto each Attorney-In-Fact full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifies and confirms all that any such Attorney-In-Fact or substitute may do or cause to be done by virtue hereof.

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The undersigned acknowledges that:

- (i) neither the Company nor any Attorney-In-Fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), (ii) any liability of the undersigned for any failure to comply with such requirements or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (ii) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until revoked by the undersigned in a signed writing delivered to each Attorney-In-Fact.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK.]

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IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 16<sup>th</sup> day of March, 2023.

/s/ Brandon Hetzel

**BRANDON HETZEL**

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[SIGNATURE PAGE - POWER OF ATTORNEY]

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