



Motorsport Games Announces Closing of \$4.03 Million Registered Direct Offering of Common Stock Priced At-the-Market Under Nasdaq Rules

February 6, 2023

Together With the Two Registered Direct Offerings Closed Last Week, Motorsport Games Has Raised Approximately \$11.32 Million

MIAMI, Feb. 06, 2023 (GLOBE NEWSWIRE) -- [Motorsport Games Inc. \(NASDAQ: MSGM\)](#) ("[Motorsport Games](#)" or the "[Company](#)") today announced the closing of its registered direct offering priced at-the-market under Nasdaq rules which announced on February 3, 2023. In this latest offering, the Company issued 232,188 shares of its Class A common stock at a purchase price of \$17.39 per share. The aggregate gross proceeds to the Company from this offering was approximately \$4.03 million, before deducting the placement agent's fees and other offering expenses payable by the Company. Motorsport Games currently intends to use the net proceeds from this registered direct offering and the recent registered direct offerings closed last week for development of multiple games, working capital and general corporate purposes.

The Company also announced on February 1, 2023 that the Company converted all its remaining debt in debt-for-equity exchanges with Motorsport Network, retiring approximately \$4 million of Company's debt.

H.C. Wainwright & Co. acted as the exclusive placement agent for all the recent registered direct offerings.

The shares of Class A common stock described above were offered and sold by the Company pursuant to a "shelf" registration statement on Form S-3 (Registration No. 333-262462), including a base prospectus, previously filed with the Securities and Exchange Commission ("SEC") on February 1, 2022 and declared effective by the SEC on February 10, 2022. The offerings of the shares of Class A common stock issued in the registered direct offerings were made only by means of prospectus supplements that form a part of the registration statement. A separate final prospectus supplement and an accompanying base prospectus relating to each offering was filed with the SEC and is available on the SEC's website located at <http://www.sec.gov>. Electronic copies of each final prospectus supplement and accompanying base prospectus may also be obtained by contacting H.C. Wainwright & Co., LLC at 430 Park Avenue, 3rd Floor, New York, NY 10022, by phone at (212) 856-5711 or e-mail at placements@hwcwo.com.

As set forth in the definitive agreement entered into in connection with the most recent registered direct, the Company is restricted from issuing any shares of Class A common stock or Class A common stock equivalents. Each of the registered direct offering complies with the "baby shelf" rules.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About Motorsport Games:

Motorsport Games, a Motorsport Network company, is a leading racing game developer, publisher and esports ecosystem provider of official motorsport racing series throughout the world. Combining innovative and engaging video games with exciting esports competitions and content for racing fans and gamers, Motorsport Games strives to make the joy of racing accessible to everyone. The Company is the officially licensed video game developer and publisher for iconic motorsport racing series across PC, PlayStation, Xbox, Nintendo Switch and mobile, including NASCAR, INDYCAR, 24 Hours of Le Mans and the British Touring Car Championship ("BTCC"), as well as the industry leading rFactor 2 and KartKraft simulations. rFactor 2 also serves as the official sim racing platform of Formula E, while also powering F1 Arcade through a partnership with Kindred Concepts. Motorsport Games is an award-winning esports partner of choice for 24 Hours of Le Mans, Formula E, BTCC, the FIA World Rallycross Championship and the eNASCAR Heat Pro League, among others. Motorsport Games is building a virtual racing ecosystem where each product drives excitement, every esports event is an adventure and every story inspires.

Forward-Looking Statements

Certain statements in this press release which are not historical facts are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and are provided pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statements in this press release that are not statements of historical fact may be deemed forward-looking statements. Words such as "continue," "will," "may," "could," "should," "expect," "expected," "plans," "intend," "anticipate," "believe," "estimate," "predict," "potential," and similar expressions are intended to identify such forward-looking statements. All forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those expressed or implied in the forward-looking statements, many of which are generally outside the control of Motorsport Games and are difficult to predict. Examples of such risks and uncertainties include, without limitation, market and other conditions and statements regarding the anticipated use of proceeds from the registered direct offerings. Additional factors that could cause actual results to differ materially from those expressed or implied in the forward-looking statements can be found in Motorsport Games' filings with the SEC, including its Annual Report on Form 10-K for the fiscal year ended December 31, 2021, its Quarterly Reports on Form 10-Q filed with the SEC during 2022, as well as in its subsequent filings with the SEC. Motorsport Games anticipates that subsequent events and developments may cause its plans, intentions and expectations to change. Motorsport Games assumes no obligation, and it specifically disclaims any intention or obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as expressly required by law. Forward-looking statements speak only as of the date they are made and should not be relied upon as representing Motorsport Games' plans and expectations as of any subsequent date.

Motorsport Games - Press Release Cover Image



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Website and Social Media Disclosure:

Investors and others should note that we announce material financial information to our investors using our investor relations website (ir.motorsportgames.com), SEC filings, press releases, public conference calls and webcasts. We use these channels, as well as social media and blogs, to communicate with our investors and the public about our company and our products. It is possible that the information we post on our websites, social media and blogs could be deemed to be material information. Therefore, we encourage investors, the media and others interested in our company to review the information we post on the websites, social media channels and blogs, including the following (which list we will update from time to time on our investor relations website):

| Websites | Social Media |
|--|--|
| motorsportgames.com | Twitter: @msportgames & @traxiongg |
| traxion.gg | Instagram: msportgames & traxiongg |
| motorsport.com | Facebook: Motorsport Games & traxiongg |
| | LinkedIn: Motorsport Games |
| | Twitch: traxiongg |
| | Reddit: traxiongg |

The contents of these websites and social media channels are not part of, nor will they be incorporated by reference into, this press release.

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