

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>ZOI MIKE</u> (Last) (First) (Middle) C/O MOTORSPORT GAMES INC. 5972 NE 4TH AVENUE (Street) MIAMI FL 33137 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/12/2021	3. Issuer Name and Ticker or Trading Symbol <u>Motorsport Games Inc. [MSGM]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" 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)
Class A Common Stock	7,000,000	I	By Motorsport Network, LLC ⁽¹⁾

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			

1. Name and Address of Reporting Person* <u>ZOI MIKE</u> (Last) (First) (Middle) C/O MOTORSPORT GAMES INC. 5972 NE 4TH AVENUE (Street) MIAMI FL 33137 (City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Motorsport Network, LLC</u> (Last) (First) (Middle) 5972 NE 4TH AVENUE (Street) MIAMI FL 33137 (City) (State) (Zip)

Explanation of Responses:

1. These shares are owned directly by Motorsport Network, LLC, and indirectly by Mike Zoi as Manager of Motorsport Network, LLC.

Remarks:

/s/ Dmitry Kozko,
attorney-in-fact for Mike 01/12/2021
Zoi

/s/ Dmitry Kozko,
attorney-in-fact for 01/12/2021
Motorsport Network, LLC

** Signature of Reporting Date
Person

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.

MOTORSPORT GAMES INC.

LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

Know all by these presents that the undersigned hereby makes, constitutes and appoints Dmitry Kozko, Jonathan New, and Amanda LeCheminant (or any of them acting alone) as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare and execute Forms 3, 4 and 5 (including any amendments thereto) with respect to the securities of Motorsport Games Inc., a Delaware corporation (collectively, the "Company"), and to file the same with the U.S. Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Exchange Act and the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act"); and
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information.

The undersigned acknowledges that:

- (a) any documents prepared and/or executed by any of such attorney-in-fact on behalf of the undersigned pursuant to this power of attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;
- (b) this power of attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;
- (c) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Exchange Act or the Sarbanes-Oxley Act (as applicable), (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
- (d) this power of attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Securities Act and the Exchange Act, including, but not limited to, the reporting requirements under Section 16(a) of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for and on behalf of the undersigned shall lawfully do or cause to be done by virtue of this power of attorney.

This power of attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in writing.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of the date set forth below.

/s/ Mike Zoi

Mike Zoi

Date: January 11, 2021

MOTORSPORT GAMES INC.

LIMITED POWER OF ATTORNEY
FOR SECTION 16 REPORTING OBLIGATIONS

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- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned and approves and ratifies any such release of information.

The undersigned acknowledges that:

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- (b) this power of attorney authorizes, but does not require, such attorney-in-fact to act in his or her discretion on information provided to such attorney-in-fact without independent verification of such information;
- (c) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Exchange Act or the Sarbanes-Oxley Act (as applicable), (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
- (d) this power of attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Securities Act and the Exchange Act, including, but not limited to, the reporting requirements under Section 16(a) of the Exchange Act.

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[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned has caused this power of attorney to be executed as of the date set forth below.

/s/ Mike Zoi

Mike Zoi, Sole Manager of Motorsport Network LLC

Date: January 11, 2021
