IZEA, Inc. Consolidated Balance Sheets

| | | December 31, 2016 | | December 31, 2015 | |
|--|----|-------------------|----|-------------------|--|
| Assets | | | | | |
| Current: | | | | | |
| Cash and cash equivalents | \$ | 5,949,004 | \$ | 11,608,452 | |
| Accounts receivable, net | | 3,745,695 | | 3,917,925 | |
| Prepaid expenses | | 322,377 | | 193,455 | |
| Other current assets | | 11,940 | | 16,853 | |
| Total current assets | | 10,029,016 | | 15,736,685 | |
| Property and equipment, net | | 460,650 | | 596,008 | |
| Goodwill | | 3,604,720 | | 2,468,289 | |
| Intangible assets, net | | 1,662,536 | | 1,806,191 | |
| Software development costs, net | | 1,103,959 | | 813,932 | |
| Security deposits | | 161,736 | | 117,946 | |
| Total assets | \$ | 17,022,617 | \$ | 21,539,051 | |
| Liabilities and Stockholders' Equity | | | | | |
| Current liabilities: | | | | | |
| Accounts payable | \$ | 1,438,389 | \$ | 995,275 | |
| Accrued expenses | | 1,242,889 | | 908,519 | |
| Unearned revenue | | 3,315,563 | | 3,584,527 | |
| Current portion of deferred rent | | 34,290 | | 14,662 | |
| Current portion of capital lease obligations | | _ | | 7,291 | |
| Current portion of acquisition costs payable | | 1,252,885 | | 844,931 | |
| Total current liabilities | | 7,284,016 | | 6,355,205 | |
| | | | | | |
| Deferred rent, less current portion | | 62,547 | | 102,665 | |
| Acquisition costs payable, less current portion | | 688,191 | | 889,080 | |
| Warrant liability | | _ | | 5,060 | |
| Total liabilities | | 8,034,754 | | 7,352,010 | |
| Commitments and Contingencies | | _ | | _ | |
| Stockholders' equity: | | | | | |
| Preferred stock; \$.0001 par value; 10,000,000 shares authorized; no shares issued and outstanding | | _ | | _ | |
| Common stock, \$.0001 par value; 200,000,000 shares authorized; 5,456,118 and | | EAF | | 522 | |
| 5,222,951, respectively, issued and outstanding | | 545 | | 522 | |
| Additional paid-in capital | | 50,797,039 | | 48,436,040 | |
| Accumulated deficit | | (41,809,721) | | (34,249,521) | |
| Total stockholders' equity | | 8,987,863 | | 14,187,041 | |
| Total liabilities and stockholders' equity | \$ | 17,022,617 | \$ | 21,539,051 | |

IZEA, Inc.
Consolidated Statements of Operations

| | Three Months Ended December 31, | | | onths Ended ober 31, | |
|--|---------------------------------|---------------|----------------|-------------------------|--|
| | 2016 | 2015 | 2016 | 2015 | |
| Revenue | \$ 7,433,991 | \$ 6,262,233 | \$27,310,602 | \$ 20,467,926 | |
| Cost of sales | 3,795,209 | 3,587,608 | 14,242,244 | 12,236,916 | |
| Gross profit | 3,638,782 | 2,674,625 | 13,068,358 | 8,231,010 | |
| Operating expenses: | | | | | |
| General and administrative | 2,723,490 | 2,435,748 | 10,282,792 | 7,517,115 | |
| Sales and marketing | 2,705,246 | 2,626,091 | 10,261,910 | 7,936,215 | |
| Total operating expenses | 5,428,736 | 5,061,839 | 20,544,702 | 15,453,330 | |
| Loss from operations | (1,789,954) | (2,387,214) | (7,476,344) | (7,222,320) | |
| Other income (expense): | | | | | |
| Interest expense | (24,683) | (29,507) | (82,944) | (115,861) | |
| Loss on exchange of warrants | _ | _ | _ | (1,845,810) | |
| Change in fair value of derivatives, net | (5,405) | 5,720 | 9,163 | (2,133,820) | |
| Other income (expense), net | (9,590) | 4,120 | (10,075) | 9,640 | |
| Total other income (expense) | (39,678) | (19,667) | (83,856) | (4,085,851) | |
| Net loss | \$(1,829,632) | \$(2,406,881) | \$ (7,560,200) | \$(11,308,171) | |
| Weighted average common shares outstanding – basic and diluted | 1 5,450,005 | 5,118,139 | 5,380,465 | 3,737,897 | |
| Basic and diluted loss per common share | \$ (0.34) | \$ (0.47) | \$ (1.41) | \$ (3.03) | |

IZEA, Inc.
Reconciliation of GAAP to Non-GAAP Adjusted EBITDA
(Unaudited)

| | | Three Months Ended December 31, | | | Twelve Months Ended December 31, | | |
|--|----|---------------------------------|-------------|----|----------------------------------|--------------|--|
| | '- | 2016 | 2015 | | 2016 | 2015 | |
| Net loss | \$ | (1,829,632) \$ | (2,406,881) | \$ | (7,560,200) \$ | (11,308,171) | |
| Non-cash stock-based compensation | | 171,948 | 194,264 | | 748,092 | 705,466 | |
| Non-cash stock issued for payment of services | | 26,458 | 41,250 | | 133,897 | 177,842 | |
| Change in the fair value of derivatives | | 5,405 | (5,720) | | (9,163) | 2,133,820 | |
| Loss on exchange of warrants | | _ | _ | | _ | 1,845,810 | |
| Loss on disposal of equipment | | 9,919 | | | 9,435 | 595 | |
| Increase/(decrease) in value of contingent acquisition costs payable | | 94,000 | (100,000) | | 94,000 | (1,834,300) | |
| Interest expense | | 24,683 | 29,507 | | 82,944 | 115,861 | |
| Depreciation and amortization | | 364,788 | 428,071 | | 1,299,851 | 1,059,131 | |
| Adjusted EBITDA | \$ | (1,132,431) \$ | (1,819,509) | \$ | (5,201,144) \$ | (7,103,946) | |

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