
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended April 30, 2017**

Or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____**

Commission File Number 001-34106

REALBIZ MEDIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation)

11-3820796
(I.R.S. Employer Identification No.)

9711 Washingtonian Blvd, #550
Gaithersburg, MD
(Address of principal executive offices)

20878
(Zip Code)

Registrant's telephone number, including area code: (908) 758-3787

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer Non-accelerated
filer Smaller reporting
company Emerging growth
company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 12, 2017, there were 241,651,943 shares of the issuer's common stock, \$0.001 par value, outstanding.

RealBiz Media Group, Inc.
Quarterly Report on Form 10-Q
For the Three Months Ended April 30, 2017

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Forward-Looking Statements

This Quarterly Report includes forward-looking statements within the meaning of the Securities Exchange Act of 1934 (the “Exchange Act”). These statements are based on management’s beliefs and assumptions, and on information currently available to management. Forward-looking statements include the information concerning our possible or assumed future results of operations set forth under the heading: “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements also include statements in which words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “consider” or similar expressions are used.

Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions. Our future results and shareholder values may differ materially from those expressed in these forward-looking statements. Readers are cautioned not to put undue reliance on any forward-looking statements.

PART I – FINANCIAL INFORMATION

ITEM 1 Financial Statements

RealBiz Media Group, Inc.
Consolidated Balance Sheets

	<u>April 30, 2017</u>	<u>October 31, 2016</u>
	(Unaudited)	
Assets		
Current Assets		
Cash	\$ 53,453	\$ 148,887
Accounts receivable	900,982	26,474
Prepaid expenses	111,467	-
Other assets	40,083	3,300
Total current assets	<u>1,105,985</u>	<u>178,661</u>
Property and equipment, net	-	10,311
Total assets	<u>\$ 1,105,985</u>	<u>\$ 188,972</u>
Liabilities and Stockholders' Deficit		
Accounts payable and accrued expenses	\$ 1,355,403	\$ 758,293
Due to officer	80,223	-
Deferred revenue	17,250	17,250
Convertible notes payable, net of discount of \$0 and \$85,319, respectively	241,500	1,044,681
Loans payable	170,000	170,000
Total liabilities	<u>1,864,376</u>	<u>1,990,224</u>
Commitments and Contingencies (Note 12)		
Stockholders' Deficit		
Series A convertible preferred stock, \$.001 par value; 120,000,000 authorized and 100,000 and 45,716,385 shares issued and outstanding at April 30, 2017 and October 31, 2016, respectively	100	45,716
Series B convertible preferred stock, \$.001 par value; 1,000,000 authorized and no shares issued and outstanding at April 30, 2017 and October 31, 2016, respectively	-	-
Series C convertible preferred stock, \$.001 par value; 4,000,000 authorized and 160,000 and 35,000 shares issued and outstanding at April 30, 2017 and October 31, 2016	160	35
Common stock, \$.001 par value; 1,000,000,000 authorized and 241,651,943 shares issued and outstanding at April 30, 2017 and 155,521,500 shares issued and outstanding at October 31, 2016, respectively	241,652	155,522
Additional paid-in-capital	22,086,582	19,939,518
Accumulated other comprehensive loss	(25,205)	(63,588)
Accumulated deficit	(22,830,854)	(21,692,417)
Total stockholders' deficit attributable to Realbiz Media Group, Inc.	<u>(527,565)</u>	<u>(1,615,214)</u>
Non-controlling interest	(230,827)	(186,038)
Total stockholders' deficit	<u>(758,392)</u>	<u>(1,801,252)</u>
Total liabilities and stockholders' deficit	<u>\$ 1,105,985</u>	<u>\$ 188,972</u>

The accompanying notes are an integral part of these consolidated financial statements

RealBiz Media Group, Inc.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)

	Three Months Ended April 30,		Six Months Ended April 30,	
	2017	2016	2017	2016
Revenues				
Real estate media revenue	\$ 92,294	\$ 259,414	\$ 193,927	\$ 533,338
Food revenues	985,068	-	985,068	-
Total revenues	1,077,362	259,414	1,178,995	533,338
Cost of revenues	892,345	1,197	942,141	46,307
Gross Profit	185,017	258,217	236,854	487,031
Operating Expenses:				
Salaries and benefits	107,433	129,216	778,265	362,865
Selling and promotions expense	96,190	-	97,240	5,147
General and administrative	124,243	63,464	400,233	204,092
Total operating expenses	327,866	192,680	1,275,738	572,104
Operating (loss) income	(142,849)	65,537	(1,038,884)	(85,073)
Other Income (Expense):				
Interest expense	(4,915)	(161,920)	(88,618)	(322,545)
(Loss) Gain on legal settlement of accounts payable and convertible debt	-	-	(23,716)	158,035
Foreign exchange gain	-	-	-	9,450
Total other income (expenses)	(4,915)	(161,920)	(112,334)	(155,060)
Net (loss) income	(147,764)	(96,383)	(1,151,218)	(240,133)
Net loss attributable to non-controlling interest	(13,042)	15,676	44,788	6,807
Net (loss) Income attributable to RealBiz Media Group, Inc.	\$ (160,806)	\$ (80,707)	\$ (1,106,430)	\$ (233,326)
Comprehensive income (loss):				
Unrealized gain (loss) on currency translation adjustment	6,379	(2,689)	38,384	(2,689)
Comprehensive (loss) income	\$ (154,427)	\$ (83,396)	\$ (1,068,046)	\$ (236,014)
Per share data :				
Basic and dilutive net loss per share of common stock	\$ -	\$ -	\$ (0.01)	\$ -
Weighted average common shares outstanding basic	240,835,621	149,112,992	198,178,561	146,502,264

The accompanying notes are an integral part of these consolidated financial statements.

RealBiz Media Group, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	For the Six Months Ended April 30,	
	2017	2016
Cash flows from operating activities:		
Net loss	\$ (1,151,218)	\$ (240,133)
Adjustments to reconcile net loss to net cash from operating activities:		
(Gain) loss on legal settlement of accounts payable and convertible debt	23,716	(158,035)
Amortization and depreciation	10,311	12,243
Amortization of debt discount	61,603	189,798
Share based compensation	608,630	-
Stock based consulting fees	-	32,000
Changes in operating assets and liabilities:		
Increase in accounts receivable	(874,509)	(12,857)
Increase in restricted cash	-	(27,977)
Increase in due to officer	80,223	-
Decrease in due from former officer	-	27,060
Increase in other assets	40,083	
Increase (decrease) in accounts payable and accrued expenses	871,784	(110,092)
Increase in accrued interest payable	-	81,665
Increase in prepaid expenses	(108,167)	-
Decrease in deferred revenue	-	(18,650)
Net cash used in operating activities	(437,544)	(224,977)
Cash flows from investing activities:		
Payments towards software developments costs	-	(56,265)
Net cash used in investing activities	-	(56,265)
Cash flows from financing activities:		
Proceeds from convertible promissory notes	241,500	-
Payments on notes payable	-	(500,000)
Proceeds from issuance of Series A Convertible Preferred Stock	610	-
Proceeds from issuance of Series C Convertible Preferred Stock	100,000	-
Proceeds from the sale of common stock and warrants	-	680,000
Net cash provided by financing activities	342,110	180,000
Net decrease in cash	(95,434)	(101,242)
Cash at beginning of period	148,887	307,774
Cash at end of period	<u>\$ 53,453</u>	<u>\$ 206,532</u>
Supplemental disclosure:		
Cash paid for interest	<u>\$ 51,300</u>	<u>\$ 51,300</u>

RealBiz Media Group, Inc.
Supplemental Disclosure of Non-Cash Investing and Financing Activity
(Unaudited)

	For the Six Months Ended April 30,	
	2017	2016
Settlement of loans payable through issuance of Series C Convertible Preferred Stock:		
Value	\$ 25,000	\$ 84,300
Shares	25,000	843,000
Common stock issued for accrued interest on convertible promissory notes:		
Value	\$ -	\$ 84,300
Shares	-	843,000
Settlement of loans payable and accrued interest through issuance of common stock:		
Value	\$ 1,137,100	\$ 50,000
Shares	69,368,539	1,000,000
Common stock issued to settle note payable:		
Value	\$ -	\$ 50,000
Shares	-	1,000,000

The accompanying notes are an integral part of these consolidated financial statements.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1: NATURE OF BUSINESS AND BASIS OF PRESENTATION

Nature of Business

We are currently engaged in two primary businesses, which include providing digital media and marketing services for the real estate industry and the international food business. Our food business is focused on international food distribution of nuts, fruits, honey, and meats. We intend to divest the real estate business during this fiscal year.

Food Products

Verus Foods, Inc. (“Verus”) a Nevada corporation, and our wholly owned subsidiary was incorporated in January 2017, and is an international supplier of consumer food products. Verus markets under its own brand primarily to supermarkets, hotels, and other members of the wholesale trade. In 2017, Verus is pursuing a three-pronged development program through the addition of cold-storage facilities, product line expansion, and new vertical farm-to-market operations. Verus’ initial focus is on frozen foods, particularly meat, poultry, seafood, vegetables, and french fries. Verus has a significant regional presence in the Middle East and North Africa (MENA) and sub-Saharan Africa (excluding Office of Foreign Assets Control (“OFAC”)-restricted nations), with deep roots in the Gulf Cooperation Council (GCC) countries. In January, 2017 Verus received a contract valued at \$78 million to supply beef to the Gulf Cooperation Council (GCC) countries, which includes the United Arab Emirates, Oman, Bahrain, Qatar, Kingdom of Saudi Arabia and Kuwait. The first orders under this contract were shipped in February, 2017.

Real Estate

We have generated revenue from service fees (video creation and production and website hosting (ReachFactor)) and product sales (Nestbuilder Agent 2.0 and Microvideo app). We were formed through the merging of three divisions: (i) our fully licensed real estate division (formerly known as Webdigs); (ii) our TV media contracts (Home Preview Channel /Extraordinary Vacation Homes) division; and (iii) our Real Estate Virtual Tour and Media group (RealBiz 360). The assets of these divisions were used to create a new suite of real estate products and services that create stickiness through the utilization of video, social media, and loyalty programs. At the core of our programs is our proprietary video creation technology which allows for an automated conversion of data (text and pictures of home listings) to a video with voice and music. We provide video search, storage, and marketing capabilities on multiple platform dynamics for web, mobile, and TV. Once a home, personal or community video is created using our proprietary technology, it can be published to social media, email or distributed to multiple real estate websites, broadband or television for consumer viewing.

Products and Services:

We currently offer the following products and services:

Enterprise Video Production : We service some of the largest and well known franchisor accounts in the North America Real Estate Market in compiling listings into a Video format and distributing to those franchisor’s websites, brokers and agents and lead generation platforms 24/7. This core area significantly contributes to our growth not only in this core service but continues to allow us access to national databases and directly agents and brokers to allow us access to upgrades and upsell other core products and services. We currently have the ability to produce over 15,000 videos per day and have exclusive agreements with key players such as Century21 Scheetz and ERA systems.

Nestbuilder Agent 2.0 (formerly PowerAgent) : Nestbuilder Agent 2.0 is a newly developed comprehensive marketing toolset for the professional real estate agent which utilizes our proprietary video technology to allow any agent to create videos for their listings, edit them with music and an introduction and market the videos through multiple sources. This product is powered by an intuitive CRM (contact management) and has been designed to allow agents to extend their marketing reach through social media management, email marketing and web site syndication. In addition, the iOS and Android apps work in conjunction with Nestbuilder Agent 2.0 allowing the agent to take many of the capabilities mobile, right to where the asset is located. Early reviews of this product from industry experts have been extremely favorable. We intend to sell this product via a monthly subscription model.

The Virtual Tour (VT) and Microvideo App (MVA): These programs were developed and implemented to allow agents to access specific video based product strategies that are designed specifically to increase the SEO rank and traffic credit to real estate franchise systems and/or their brokers. The MVA is a proprietary video widget marketing application designed to deliver video and integrate SEO strategies, traffic generation, e-mail, lead generation with mobile-friendly viewing. This solution gives those franchises and brokers a much-needed tool to lower their cost of prospect acquisition.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 1: NATURE OF BUSINESS AND BASIS OF PRESENTATION, continued

ReachFactor : Our social media and marketing platform under the “ReachFactor” brand name offers a variety of solutions to agents and brokers such as web design and web hosting, digital ad campaigns, blogging, social media management, reputation management and search engine optimization.

NestBuilder Website Portal : We provide a consumer real estate portal at www.nestbuilder.com which contains over 1.5 million listings. Unlike other leaders in the space that agents are seeking alternatives to, NestBuilder focuses on building agent’s brands and delivering high-quality leads. They achieve this by offering fully customizable webpages in NestBuilder Agent that will follow their homebuyer throughout the home search, ultimately turning NestBuilder.com into each agent’s very own national portal. We provide this website free of charge to consumer and agent.

Nestbuilder Agent : This agent-only platform allows agents to claim and customize their own web page to be used as a marketing platform. This platform interacts with nestbuilder.com site allowing agents to claim their listings and then create customized listing pages, as well as being able to pull other MLS property listings to create specialized marketing messages. Additionally, the agent can view the effectiveness of their marketing efforts through a dashboard that shows multiple statistics including number of views, time spent, origination and lead generation. This platform is provided free of charge and empowers the real estate agent with content and assets that they can use to pursue prospects and generate leads.

Ezflix Mobile App : The ezflix app is a free mobile/web video editor that pre-integrates with an agent’s listing data, allowing them to edit all of their listing’s data, and convert them into video with live video interstitial capabilities, audio recording and music. Ezflix can then share videos to all social media, email, and multiple other real estate portals including NestBuilder (www.nestbuilder.com) thereby giving agents a way to personalize their listing videos with entertaining local relevant content. This application is available in both Web and Mobile, was initially launched in both the Android and iOS versions in January and February 2015. This platform as it evolves will combine our VT (Virtual Tour) and MVA (Microvideo App) platform into one solution and distribute to multiple partners and resellers including Photographer and Videographer service providers’ network. This product integration has been integrated with our Nestbuilder Agent 2.0 product released in January 2016.

Basis of Presentation

The unaudited interim consolidated financial information furnished herein reflects all adjustments, consisting only of normal recurring items, which in the opinion of management are necessary to fairly state RealBiz Media Group, Inc. and its subsidiaries’ (collectively, the “Company” or “we,” “us” or “our”) financial position, results of operations and cash flows for the dates and periods presented and to make such information not misleading. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) have been omitted pursuant to rules and regulations of the Securities and Exchange Commission (“SEC”); nevertheless, management of the Company believes that the disclosures herein are adequate to make the information presented not misleading.

These unaudited consolidated financial statements should be read in conjunction with the Company’s audited financial statements for the year ended October 31, 2016, contained in the Company’s Annual Report on Form 10-K filed with the SEC on February 10, 2017. The results of operations for the six months ended April 30, 2017, are not necessarily indicative of results to be expected for any other interim period or the fiscal year ending October 31, 2017.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates

The preparation of unaudited consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the unaudited consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. If actual results significantly differ from the Company’s estimates, the Company’s financial condition and results of operations could be materially impacted. Significant estimates include the collectability of accounts receivable, valuation of derivative liabilities, and the deferred tax asset valuation allowance.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Cash and Cash Equivalents

For purposes of balance sheet presentation and reporting of cash flows, the Company considers all unrestricted demand deposits, money market funds and highly liquid debt instruments with an original maturity of less than 90 days to be cash and cash equivalents. There were no cash equivalents at April 30, 2017 and October 31, 2016.

Accounts Receivable

The Company provides its marketing and promotional services to agents or brokers via a web-based portal that allows for credit card payments. The Company recognizes accounts receivable for amounts uncollected from the credit card service provider at the end of the accounting period. The Company regularly reviews outstanding receivables and provides for estimated losses through an allowance for doubtful accounts. In evaluating the level of established loss reserves, the Company makes judgments regarding its customers' ability to make required payments, economic events and other factors. As the financial condition of these parties change, circumstances develop or additional information becomes available, adjustments to the allowance for doubtful accounts may be required. The Company maintains reserves for potential credit losses, and such losses traditionally have been within its expectations. The allowance for doubtful accounts at April 30, 2017 and October 31, 2016, respectively is \$-0-

Property and Equipment

All expenditures on the acquisition for property and equipment are recorded at cost and capitalized as incurred, provided the asset benefits the Company for a period of more than one year. Expenditures on routine repairs and maintenance of property and equipment are charged directly to operating expense. The property and equipment is depreciated based upon its estimated useful life after being placed in service. The estimated useful life of computer equipment is 3 years. When equipment is retired, sold or impaired, the resulting gain or loss is reflected in earnings.

Impairment of Long-Lived Assets

In accordance with Accounting Standards Codification 360-10, "Property, Plant and Equipment", the Company periodically reviews its long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be fully recoverable. The Company recognizes an impairment loss when the sum of expected undiscounted future cash flows is less than the carrying amount of the asset. The amount of impairment is measured as the difference between the asset's estimated fair value and its book value. During the six months ended April 30, 2017, the Company did not impair any long-lived assets.

Derivative Instruments

The Company enters into financing arrangements that consist of freestanding derivative instruments or are hybrid instruments that contain embedded derivative features. The Company accounts for these arrangements in accordance with Accounting Standards Codification topic 815, Accounting for Derivative Instruments and Hedging Activities ("ASC 815") as well as related interpretations of this standard. In accordance with this standard, derivative instruments are recognized as either assets or liabilities in the balance sheet and are measured at fair values with gains or losses recognized in earnings. Embedded derivatives that are not clearly and closely related to the host contract are bifurcated and are recognized at fair value with changes in fair value recognized as either a gain or loss in earnings. The Company determines the fair value of derivative instruments and hybrid instruments based on available market data using appropriate valuation models, considering all of the rights and obligations of each instrument.

The Company estimates fair values of derivative financial instruments using various techniques (and combinations thereof) that are considered consistent with the objective measuring fair values. In selecting the appropriate technique, the Company considers, among other factors, the nature of the instrument, the market risks that it embodies and the expected means of settlement. For less complex derivative instruments, such as freestanding warrants, the Company generally uses the Black-Scholes model, adjusted for the effect of dilution, because it embodies all of the requisite assumptions (including trading volatility, estimated terms, dilution and risk free rates) necessary to fair value these instruments. Estimating fair values of derivative financial instruments requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external market factors. In addition, option-based techniques (such as Black-Scholes model) are highly volatile and sensitive to changes in the trading market price of our common stock. Since derivative financial instruments are initially and subsequently carried at fair values, our income (expense) going forward will reflect the volatility in these estimates and assumption changes. Increases in the trading price of the Company's common stock and increases in fair value during a given financial quarter result in the application of non-cash derivative expense. Conversely, decreases in the trading price of the

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Company's common stock and decreases in trading fair value during a given financial quarter result in the application of non-cash derivative income.

Convertible Debt Instruments

The Company records debt net of debt discount for beneficial conversion features and warrants, on a relative fair value basis. Beneficial conversion features are recorded pursuant to the Beneficial Conversion and Debt Topics of the FASB Accounting Standards Codification. The amounts allocated to warrants and beneficial conversion rights are recorded as debt discount and as additional paid-in-capital. Debt discount is amortized to interest expense over the life of the debt.

Fair Value of Financial Instruments

The Company has adopted ASC topic 820, "Fair Value Measurements and Disclosures" (ASC 820), formerly SFAS No. 157 "Fair Value Measurements". ASC 820 defines "fair value" as the price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820 also describes three levels of inputs that may be used to measure fair value:

Level 1: Observable inputs that reflect unadjusted quoted prices for identical assets or liabilities traded in active markets.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: Inputs that are generally unobservable. These inputs may be used with internally developed methodologies that result in management's best estimate of fair value.

Financial instruments consist principally of cash, accounts receivable, prepaid expenses, due from affiliates, accounts payable, accrued liabilities and other current liabilities. The carrying amounts of such financial instruments in the accompanying balance sheets approximate their fair values due to their relatively short-term nature. The fair value of long-term debt is based on current rates at which the Company could borrow funds with similar remaining maturities. The carrying amounts approximate fair value. It is management's opinion that the Company is not exposed to any significant currency or credit risks arising from these financial instruments.

Revenue Recognition

The Company recognizes revenue when all of the following criteria are met: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the Company's price to its customer is fixed or determinable and (4) collectability is reasonably assured.

For each order, the Company has a either a contract or a purchase order. Payments are made via. Letter of Credit, Documentary collections A/K/A Cash Against Documents or Post Dated Checks in UAE where bounced checks are a criminal offence.

For the Real estate media division, the Company provides its marketing and promotional services to agents or brokers via a web-based portal that allows for credit card payments. Customers may pay a monthly recurring fee or an annual fee. Some customers additionally pay a one-time set up fee. Monthly recurring fees are recognized in the month the service is rendered. Collection of one-time set up fees and annual services fees give rise to recognized monthly revenue in the then-current month as well as deferred revenue liabilities representing the collected fee for services yet to be delivered.

Technology and Development

Costs to research and develop our products are expensed as incurred. These costs consist of primarily of technology and development related expenses including third party contractor fees and technology software services.

Advertising Expense

Advertising costs are charged to expense as incurred and are included in selling and promotions expense in the accompanying unaudited consolidated financial statements. The company has not incurred any advertising expenses for the six months ended April 30, 2017 and 2016.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

Share-Based Compensation

The Company computes share based payments in accordance with Accounting Standards Codification 718-10 “Compensation” (ASC 718-10). ASC 718-10 establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods and services at fair value, focusing primarily on accounting for transactions in which an entity obtains employees services in share-based payment transactions. It also addresses transactions in which an entity incurs liabilities in exchange for goods and services that are based on the fair value of an entity’s equity instruments or that may be settled by the issuance of those equity instruments. In March 2005, the SEC issued SAB No. 107, Share-Based Payment (“SAB 107”) which provides guidance regarding the interaction of ASC 718-10 and certain SEC rules and regulations. The Company has applied the provisions of SAB 107 in its adoption of ASC 718-10. The Company accounts for non-employee share-based awards in accordance with ASC Topic 505-50, Equity Based Payments to Non-Employees. The Company estimates the fair value of stock options by using the Black-Scholes option pricing model.

Foreign Currency and Other Comprehensive Income (Loss)

The functional currency of our foreign subsidiaries is typically the applicable local currency. The translation from the respective foreign currencies to United States Dollars (U.S. Dollar) is performed for balance sheet accounts using current exchange rates in effect at the balance sheet date and for income statement accounts using a weighted average exchange rate during the period. Gains or losses resulting from such translation are included as a separate component of accumulated other comprehensive income. Gains or losses resulting from foreign currency transactions are included in foreign currency income or loss except for the effect of exchange rates on long-term inter-company transactions considered to be a long-term investment, which are accumulated and credited or charged to other comprehensive income

Transaction gains and losses are recognized in our results of operations based on the difference between the foreign exchange rates on the transaction date and on the reporting date. We recognized net foreign exchange gain of \$0 and \$9,450 for six months ended April 30, 2017 and 2016, respectively. The foreign currency exchange gains and losses are included as a component of other (income) expense, net, in the accompanying Unaudited Consolidated Statements of Operations. For the six months ended April 30, 2017 and 2016, the change in accumulated other comprehensive gain (loss) was \$38,384 and (\$2,689), respectively.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740, Accounting for Income Taxes, as clarified by ASC 740-10, Accounting for Uncertainty in Income Taxes. Under this method, deferred income taxes are determined based on the estimated future tax effects of differences between the financial statement and tax basis of assets and liabilities and net operating loss and tax credit carryforwards given the provisions of enacted tax laws. Deferred income tax provisions and benefits are based on changes to the assets or liabilities from year to year. In providing for deferred taxes, the Company considers tax regulations of the jurisdictions in which the Company operates, estimates of future taxable income, and available tax planning strategies. If tax regulations, operating results or the ability to implement tax-planning strategies vary, adjustments to the carrying value of deferred tax assets and liabilities may be required. Valuation allowances are recorded related to deferred tax assets based on the “more likely than not” criteria of ASC 740.

ASC 740-10 requires that the Company recognize the financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the “more-likely-than-not” threshold, the amount recognized in the unaudited consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority.

Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of common stock outstanding during the period.

Diluted earnings per share is computed by dividing net income attributable to common stockholders by the weighted-average number of shares of common stock, common stock equivalents and potentially dilutive securities outstanding during each period. Diluted loss per common share is considered to be equal to basic because it is anti-dilutive.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-continued

The Company's common stock equivalents include the following:

Earnings Per Share

	April 30, 2017
Series A convertible preferred stock issued and outstanding	5,000
Series B convertible preferred stock issued and outstanding	-
Series C convertible preferred stock issued and outstanding	16,000,000
Warrants to purchase common stock issued, outstanding and exercisable	13,786,467
Shares on convertible promissory notes	24,150,000
Total	53,941,467

Concentrations, Risks and Uncertainties

The Company's operations are related to the real estate and international food industries, and its prospects for success are tied indirectly to interest rates, the general housing and business climates in the United States, and the worldwide demand for the Company's food products.

Recently Issued Accounting Pronouncements

In January 2017, the Financial Accounting Standards Board ("FASB") issued Accounting Standard Update ("ASU") 2017-04 "Intangibles – Goodwill and Other (Topic 350): "Simplifying the Test for Goodwill Impairment", which simplifies the measurement of a potential goodwill impairment charge by eliminating the requirement to calculate an implied fair value of the goodwill based on the fair value of a reporting unit's other assets and liabilities. The new guidance eliminates the implied fair value method and instead measures a potential impairment charge based on the excess of a reporting unit's carrying value compared to its fair value. The impairment charge cannot exceed the total amount of goodwill allocated to that reporting unit. The standard is effective for the Company on May 1, 2020, with early adoption permitted. Based on the Company's most recent annual goodwill impairment test completed in the third quarter of fiscal year 2017, the Company expects no initial impact on adoption.

In January 2017, the FASB issued ASU 2017-01 "Business Combinations (Topic 805): Clarifying the Definition of a Business", which clarifies the definition of a business in order to allow for the evaluation of whether transactions should be accounted for as acquisitions or disposals of assets or business. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The future impact of ASU 2017-01 will be dependent upon the nature of future acquisitions or dispositions made by the Company.

In October 2016, the FASB issued ASU 2016-16 "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other than Inventory", which simplifies the accounting for the income tax consequences of intra-entity transfers of assets other than inventory. Current GAAP prohibits the recognition of current and deferred income taxes for an intra-entity asset transfer until the asset has been sold to an outside party. The new guidance states that an entity should recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Consequently, the amendments in this Standard eliminate the exception for an intra-entity transfer of an asset other than inventory. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company expects no initial impact on the adoption.

In August 2016, the FASB issued ASU 2016-15 "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments", which provides clarification on classifying a variety of activities within the Statement of Cash flows. The standard is effective for the Company on May 1, 2018, with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its statement of cash flows.

In March 2016, the FASB issued ASU 2016-09 "Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting", which simplifies the accounting for share-based payment transactions, including income taxes, classification of awards as either equity or liabilities, and classification on the statement of cash flows. The new guidance also allows an entity to make an accounting policy election to account for forfeitures when they occur or to estimate the number of awards that are expected to vest with a subsequent true up to actual forfeitures (current GAAP). The standard is effective for the Company on May 1, 2017, with early adoption permitted. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

REALBIZ MEDIA GROUP, INC.
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NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES-(continued)

In February 2016, the FASB issued ASU 2016-02 “Leases (Topic 842)”. ASU 2016-02 requires lessees to recognize most leases on the balance sheet which will result in an increase in reported assets and liabilities. The recognition of expenses within the income statement is consistent with the existing lease accounting standards. There are no significant changes in the new standard for lessors under operating leases. The standard is effective for the Company on May 1, 2019 with early adoption permitted. Adoption requires application of the new guidance for all periods presented. The Company is currently assessing the impact the new guidance will have on its consolidated financial statements.

In November 2015, the FASB issued ASU 2015-17 “Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes”. To simplify the presentation of deferred income taxes, the amendments in this update require that all deferred tax assets and liabilities, including those previously classified as current, be classified as a single noncurrent line in a classified statement of financial position. The amendments in the standard will align the presentation of deferred income tax assets and liabilities with International Financial Reporting Standards (“IFRS”). The standard is effective for the Company on May 1, 2017 with early adoption permitted. The Company will adopt the new guidance on May 1, 2017. The adoption will have no impact on the Company’s results of operations or statement of cash flows.

NOTE 3: GOING CONCERN

The accompanying unaudited consolidated financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business.

The Company has incurred a net loss of \$1,151,218 for the six months ended April 30, 2017. At April 30, 2017, the Company had a working capital deficit of \$758,392 and an accumulated deficit of \$22,830,854. It is management’s opinion that these facts raise substantial doubt about the Company’s ability to continue as a going concern. The unaudited consolidated financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern for a period of twelve months from the date of this report.

In order to meet its working capital needs through the next twelve months, the Company may consider plans to raise additional funds through the issuance of additional shares of common or preferred stock and or through the issuance of debt instruments. Although the Company intends to obtain additional financing to meet our cash needs, the Company may be unable to secure any additional financing on terms that are favorable or acceptable to it, if at all.

NOTE 4: RESTRICTED CASH

At January 31, 2016 the company posted a surety bond with the California Department of Labor in the amount of \$27,977 as required in connection with an appeal of an assessment relating to an employment matter. This matter was settled before the California Labor Board and the surety bond was released and funds were returned to the Company during fiscal 2016. The Company has no restricted cash balance as of April 30, 2017.

NOTE 5: PROPERTY AND EQUIPMENT

The Company’s property and equipment are as follows:

	April 30, 2017			
	Remaining Useful Life	Cost	Accumulated Depreciation	Net Carrying Value
Computer equipment	1.5 Years	\$ 82,719	\$ 82,719	\$ -

The Company has recorded \$10,311 and \$12,243 of depreciation expense for the six months ended April 30, 2017 and 2016, respectively.

REALBIZ MEDIA GROUP, INC.
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NOTE 6: ACCOUNTS PAYABLE AND ACCRUED EXPENSES

The Company's accounts payable and accrued expenses are as follows:

	<u>April 30, 2017</u>
Trade payables	\$ 1,338,440
Accrued interest payable	1,979
Accrued payroll and commissions	14,984
Total accounts payable and accrued expenses	<u>\$ 1,355,403</u>

NOTE 7: DUE FROM/TO AFFILIATES

During the normal course of business, the Company receives and/or makes advances for operating expenses and various debt obligation conversions to/from our former parent Company, Monaker Group, Inc. ("Monaker"). As a result of these transactions the Company is due \$1,287,517 as of April 30, 2017 and October 31, 2016, respectively. Management has elected to record an allowance against the entire amount due from affiliate. The allowance was required due to the uncertainty of the collectability of the outstanding balance (See Note 12).

NOTE 8: SEGMENT REPORTING

The Company has two reportable segments: digital media and marketing services for the real estate industry and the international food business. The Real Estate segment provides service in the form of (video creation and production and website hosting (ReachFactor)) and product sales (Nestbuilder Agent 2.0 and Microvideo app). The Food Business segment is an international supplier of consumer food products, marketing its own brand primarily to supermarkets, hotels, and other members of the wholesale trade.

The Company evaluates segment performance based on segment income (loss) before taxes. Costs excluded from segment income (loss) before taxes and reported as "Other" consist of corporate general and administrative costs which are not allocable to the three reportable segments. Legal fee expense incurred for general corporate matters are considered a component of the Other segment. Legal fee expense specific to other segments' activities has been allocated to those segments.

Management of the Company reviews assets on a consolidated basis only and, therefore, assets by reportable segment have not been included in the reportable segments below.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE 8: SEGMENT REPORTING- continued

The following financial information represents the operating results of the reportable segments of the Company:

Six months ended April 30, 2017

	<u>Real Estate</u>	<u>Food Business</u>	<u>Other</u>	<u>Consolidated</u>
Sales	\$ 193,927	\$ 985,068	\$ -	\$ 1,178,995
Cost of revenues	-	942,141	-	942,141
Gross Profit	193,927	42,927	-	236,854
Operating Expenses:				
Salaries and benefits	105,935	672,330	-	778,265
Selling and promotions expense	96,275	965	-	97,240
General and administrative	78,430	171,803	150,000	400,233
Total operating expenses	<u>280,640</u>	<u>845,098</u>	<u>150,000</u>	<u>1,275,738</u>
Operating income (loss)	<u>(86,713)</u>	<u>(802,171)</u>	<u>(150,000)</u>	<u>(1,038,884)</u>
Other Income (Expense):				
Interest expense	(236)	-	(88,382)	(88,618)
Gain (loss) on legal settlement of accounts payable	-	-	(23,716)	(23,716)
Total other income (expenses)	<u>(236)</u>	<u>-</u>	<u>(112,098)</u>	<u>(112,334)</u>
Net income (loss)	<u>\$ (86,949)</u>	<u>\$ (802,171)</u>	<u>\$ (262,098)</u>	<u>\$ (1,151,218)</u>

NOTE 9: CONVERTIBLE NOTES PAYABLE

On April 19, 2017, the Company issued JSJ Investments Inc. ("JSJ") a convertible note in the principal amount of \$125,000 (the "JSJ Note"). The JSJ Note accrues interest at a rate of 8% per annum and matures on January 19, 2018. Pursuant to the terms of the JSJ Note, the Company may prepay the principal amount of the April 2017 Note together with interest accrued thereon at any time on or prior to October 16, 2017. The prepayment amount is dependent on when the Company prepays this Note.

On April 4, 2017, the Company entered into a Convertible Promissory Note with Power Up Lending Group, Inc. for the sum of \$38,000. The Note accrues interest rate at a rate of 8% per annum, and matures on January 30, 2018.

On February 21, 2017, the Company entered into a Securities Purchase Agreement with Power Up Lending Group Ltd. pursuant to which Power Up purchased a convertible note. In February 2017, the Company issued Power Up a convertible note with an aggregate principal amount of \$78,500. This note accrues interest rate at a rate of 8% per annum and matures on November 30, 2017.

In December, 2016 one of our convertible noteholders converted \$25,000 of outstanding principal into 25,000 shares of our Series C Convertible Preferred Stock, at a price of \$1.00 per share.

On December 31, 2016, the holders of convertible notes payable with an outstanding principal balance of \$1,105,000 converted their notes into 69,368,539 shares of our common stock.

In November 2015, the company consummated a settlement with Himmil Investments Ltd. pursuant to which we redeemed our outstanding 7.5% convertible promissory note issued to Himmil and cancellation of their common stock purchase warrants for \$475,000.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 10: STOCKHOLDERS' EQUITY

On April 7, 2017, the Company increased its authorized shares of Common Stock and Preferred Stock to 1,000,000,000 shares with par value of \$0.001 per share, and 125,000,000 shares with par value of \$0.001 per share, respectively.

On November 18, 2016, the Board and the holders of a majority of the voting power of our shareholders approved an amendment to our articles of incorporation to affect a 200:1 reverse split of our \$0.001 par value common stock. The reverse split was not approved from FINRA, and thus the per share amounts have not been adjusted or a retroactively restated. The Company has put the reverse split on hold for the immediate future.

On July 31, 2014, the Board and the holders of a majority of the voting power of our shareholders approved an amendment to our articles of incorporation to increase our authorized shares of common stock to 250,000,000 from 125,000,000 and increased the Company's Series A Convertible Preferred Stock to 120,000,000 from 100,000,000. Additionally, on July 31, 2014, the Board designated the terms of Series B Convertible Preferred Stock and 1,000,000 shares were authorized. Additionally, on August 6, 2015, the Board designated the terms of Series C Convertible Preferred Stock and 1,000,000 shares were authorized.

The total number of shares of all classes of stock that the Company shall have the authority to issue is 570,000,000 shares consisting of 250,000,000 shares of common stock with a \$0.001 par value per shares; of which 241,651,943 are outstanding as of the date of this report and 320,000,000 shares of preferred stock, par value \$0.001 per share of which (A) 120,000,000 shares have been designated as Series A Convertible Preferred of which 100,000 are outstanding as of the date of this report (B) 1,000,000 shares have been designated as Series B Convertible Preferred Stock, of which no shares are outstanding as of the date of this report and (C) 1,000,000 have been designated as Series C Convertible Preferred Stock, of which 160,000 shares are outstanding as of the date of this report.

Common Stock

On January 2, 2017, we granted shares of restricted stock to Mr. Alex Aliksanyan and Mr. Thomas Grbelja, the Company's former chief executive officer and chief financial officer, respectively, pursuant to their separate Restricted Stock Grant Agreements, both dated January 2, 2017, and the terms of their separate Employment Agreements. Mr. Aliksanyan was granted 13,699,350 shares of restricted common stock and

Mr. Grbelja was granted 6,109,597 shares of restricted common stock. The shares of restricted common stock issued pursuant to these grants cannot be transferred for six months. These shares were granted for services previously performed in their roles as officers of the Company.

On December 10, 2015, the Company retired 1,000,000 shares of its common stock with a value of \$50,000 received from a former employee.

Conversion of Convertible Notes

On December 31, 2016, the holders of convertible notes payable with an outstanding principal balance of \$1,105,000 converted their notes into 69,368,539 shares of our common stock.

Issuance of Series C Preferred Stock

On January 6, 2017, we issued 100,000 shares of Series C Preferred Stock to Mr. Anshu Bhatnagar, the Company's chief executive officer, for \$100,000.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 10: STOCKHOLDERS' EQUITY-continued

In December, 2016 one of our convertible noteholders converted \$25,000 of outstanding principal into 25,000 shares of our Series C Convertible Preferred Stock, at a price of \$1.00 per share.

Common Stock Warrants

The following table sets forth common share purchase warrants outstanding as of April 30, 2017:

	Warrants	Weighted Average Exercise Price	Intrinsic Value
Outstanding, October 31, 2016	16,055,000	\$ 0.058	\$ 1.56
Warrants granted and issued	15,581,467	\$ 0.007	\$ 0
Warrants exercised/forfeited/expired	(14,850,000)	\$ (0.05)	\$ 0
Outstanding, April 30, 2017	16,786,467	\$ 0.48	\$ 0

Range of Exercise Prices	Number Outstanding April 30, 2017	Remaining Contractual Life (Years)	Average Exercise Price	Number Exercisable April 30, 2017	Average Exercise Price
\$ 0.006	14,581,467	4.67	\$ 0.006	14,581,467	\$ 0.006
\$ 0.026	1,000,000	4.75	\$ 0.258	1,000,000	\$ 0.258
\$ 0.100	1,205,000	2.42	\$ 0.100	1,205,000	\$ 0.006
	16,786,467	4.48	\$ 0.032	16,786,467	\$ 0.060

Convertible Preferred Stock Series A

On October 14, 2014, the Company filed a certificate of amendment pursuant to the July 31st, 2014 Board of Directors approval to increase the Preferred A shares from 100,000,000 shares to 120,000,000 shares. As of April 30, 2017 and October 31, 2016, the Company had 100,000 and 45,188,600 shares, respectively, of Convertible Preferred Stock Series A issued and outstanding. The preferred shares were issued at \$.001 par and bear dividends at a rate of 10% per annum payable on a quarterly basis when declared by the board of directors. Dividends accumulate whether or not they have been declared by the board. At the election of the Company, Preferred Dividends may be converted into Series A Stock, with each converted share having a value equal to the market price per share, subject to adjustment for stock splits. In order to exercise such option, the Company delivers written notice to the holder. Each share of Series A Stock is convertible at the option of the holder thereof at any time into a number of shares of Common Stock determined by dividing the Stated Value of a \$1 per share by the Conversion Price then in effect. The conversion price for the Series A Stock is equal to \$1.00 per share. Each holder of Series A stock shall be entitled to one vote for each whole share of common stock that would be issuable upon conversion of such share on the record date for determining eligibility to participate in the action being taken.

In the event of (a) the sale, conveyance, exchange, exclusive license, lease or other disposition of all or substantially all of the intellectual property or assets of the Company, (b) any acquisition of the Company by means of consolidation, stock exchange, stock sale, merger of other form of corporate reorganization of the Company with any other entity in which the Company's stockholders prior to the consolidation or merger own less than a majority of the voting securities of the surviving entity, or (c) the winding up or dissolution of the Company, whether voluntary or involuntary (each such event in clause (a), (b) or (c) a "liquidation event"), the Board shall determine in good faith the amount legally available for distribution to stockholders after taking into account the distribution of assets among, or payment thereof over to, creditors of the Company (the "net assets available for distribution"). The holders of the Series A stock then outstanding shall be entitled to be paid out of the net assets available for Distribution (or the consideration received in such transaction) before any payment or distribution shall be made to the holders of any class of preferred stock ranking junior to the Series A Stock or to the Common Stock, an amount for each share of Series A Stock equal to all accrued and unpaid Preferred Dividends plus the Stated Value, as adjusted (the "Series A Liquidation Amount").

In September 2015, the Company entered into an agreement with the holders of our Series A Preferred Stock under which they agreed to waive and cancel any further dividends owing on the Series A Preferred from and after May 1, 2015 in exchange for our agreement to pay all accrued dividends through April 30, 2015.

In December 2016, the company cancelled 44,470,101 preferred Series A shares and 10,359,892 common shares which were held by Monaker Group, Inc. in connection with an over issuance of common shares relating the conversion of the Monaker dual convertible preferred shares (See Note 13).

In December, 2016 the company converted 1,155,725 of its Series A Convertible Preferred Stock into 1,155,800 shares of its common stock.

REALBIZ MEDIA GROUP, INC.
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
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NOTE 10: STOCKHOLDERS' EQUITY-continued

Convertible Preferred Stock Series A, continued

On December 1, 2015, the Company retired 1,000,000 of its Series A Convertible Preferred Stock held by Monaker Group, Inc., the Company's former parent, in accordance with the original securities and purchase agreement of October 2012 and retirement was approved by the Board of Directors on May 15, 2014. This was based on the issuances of one million RealBiz common shares issued for conversion of 30,000 shares of Monaker Group, Inc. Series D Convertible Preferred stock on such date.

Convertible Preferred Stock Series B

On July 31, 2014, the Company's Board of Directors approved the creation of a new Series B Preferred stock and on October 14, 2014 a certificate of designation was filed with the state of Delaware designating 1,000,000 shares with a par value of \$0.001, a stated value of \$5.00 per share and convertible into the Company's common stock at \$0.05 per share. The Series B Preferred stock will bear dividends at a rate of 10% per annum and shall accrue on the stated value of such shares of the Series B Stock. Dividends accrue whether or not they have been declared by the Board of Directors. At the election of the Company, it may satisfy its obligations hereunder to pay dividends on the Series B stock by issuing shares of common stock to the holders of Series B stock on a uniform and prorated basis. Each share of Series B Stock is convertible at the option of the holder thereof at any time into a number of shares of Common Stock determined by dividing the Stated Value by the Conversion Price then in effect. The conversion price for the Series B Stock is equal to \$0.05 per share. Each holder of Series B stock shall be entitled to the number of votes equal to two hundred (200) votes for each shares of Series B stock held by them.

In the event of (a) the sale, conveyance, exchange, exclusive license, lease or other disposition of all or substantially all of the intellectual property or assets of the Company, (b) any acquisition of the Company by means of consolidation, stock exchange, stock sale, merger of other form of corporate reorganization of the Company with any other entity in which the Company's stockholders prior to the consolidation or merger own less than a majority of the voting securities of the surviving entity, or (c) the winding up or dissolution of the Company, whether voluntary or involuntary (each such event in clause (a), (b) or (c) a "liquidation event"), the Board shall determine in

Convertible Preferred Stock Series B, continued

good faith the amount legally available for distribution to stockholders after taking into account the distribution of assets among, or payment thereof over to, creditors of the Company (the "net assets available for distribution"). The holders of the Series B stock then outstanding shall be entitled to be paid out of the net assets available for Distribution (or the consideration received in such transaction) before any payment or distribution shall be made to the holders of any class of preferred stock ranking junior to the Series B Stock or to the Common Stock, an amount for each share of Series B Stock equal to all accrued and unpaid Preferred Dividends plus the Stated Value, as adjusted (the "Series B Liquidation Amount"). There were no Series B Preferred stock outstanding at April 30, 2017 and October 31, 2016.

Convertible Preferred Stock Series C

Pursuant to authority granted by our certificate of incorporation and applicable state law, our Board of Directors, without any action or approval by our stockholders, may designate and issue shares in such classes or series (including other classes or series of preferred stock) as it deems appropriate and establish the rights, preferences and privileges of such shares, including dividends, liquidation and voting rights. The rights of holders of other classes or series of capital stock, including preferred stock that may be issued could be superior to the rights of the shares of common stock offered hereby. The designation and issuance of shares of capital stock having preferential rights could adversely affect other rights appurtenant to the shares of our common stock. Finally, any issuances of additional capital stock (common or preferred) will dilute the percentage of ownership interest of our stockholders and may dilute the per-share book value of the Company. Each share of our series C preferred stock is convertible into that number of shares of shares of common stock determined by dividing (i) the stated value (\$5.00) by (ii) the conversion price then in effect (\$0.05). For example, our Series C Preferred contain voting rights which provide each share of Series C Preferred Stock with 100 votes for each shares of common stock into which the Series C Preferred Stock is convertible. Accordingly, our currently outstanding 160,000 shares of Series C Preferred Stock (which are convertible into 16,000,000 shares) are entitled to 1,600,000,000 votes on any matter presented for a vote to our common stockholders. This has resulted in the holders of our Series C Preferred Stock having voting majority voting control of our corporation. There were 160,000 and 35,000 shares of Series C Preferred Stock outstanding on April 30, 2017 and October 31, 2016, respectively.

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NOTE 11: RELATED PARTY TRANSACTIONS

Equity transactions with the Company's former parent Company are described in Note 10.

On November 19, 2015, the Company agreed to issue one million shares of common stock valued at \$0.05 per share to a company controlled by its former Chairman (Don Monaco) in consideration of his agreement to cancel and extinguish a 0%, \$50,000 promissory note issued to him on August 29, 2015.

On November 30, 2015, a company controlled by the Company's former Chairman (Don Monaco) purchased 6 million units at a price of \$0.05 per unit for an aggregate purchase price of \$300,000. Each unit consisted of 1 share of common stock and a 1-year warrant to purchase 1 share of common at an exercise price of \$0.05 per share. This resulted in the issuance of 6 million shares of common stock and a 1-year warrant to purchase 6 million shares of our common stock at an exercise price of \$0.05 per share. In addition, Thomas Grbelja, our Chief Financial Officer purchased 200,000 Units for \$10,000.

On December 1, 2015, the Company's former Chief Executive Officer (Alex Aliksanyan) converted 30,000 shares of Monaker Group Inc. Series D Preferred Stock into one million shares of our common stock pursuant to the terms of the Series D Convertible Preferred Stock Certificate of Designations. Mr. Aliksanyan originally received these preferred shares in consideration of his sale of assets of Stingy Travel to Monaker Group in February 2015. Mr. Aliksanyan became an officer and director upon closing of this transaction in February 2015.

NOTE 12: COMMITMENTS AND CONTINGENCIES

In January, 2017 Verus received a contract valued at \$78 million to supply beef to the Gulf Cooperation Council (GCC) countries, which includes the United Arab Emirates, Oman, Bahrain, Qatar, Kingdom of Saudi Arabia and Kuwait. The first orders under this contract were shipped in February 2017, and balance of this contract is expected to be fulfilled during 2017.

On May 11, 2016, we filed a lawsuit in the United States District Court for the Southern District of Florida against Monaker seeking collection of the balance owed to us, in the amount of \$1,287,517, for advances on operating expenses and various debt obligation conversions to and from Monaker (see Note 7). Currently, a court date of July 2017 is scheduled.

In December 2016, Monaker filed a lawsuit against us in Eleventh Circuit Federal Court seeking an injunction against our action to cancel 44,470,101 shares of Series A Preferred Stock and 10,359,892 shares of common stock which were issued to Monaker (see Note 10). Additionally, Monaker sought to reverse the cancellation of these shares in its entirety. On January 15, 2017, the Court denied Monaker's motion for a preliminary injunction.

NOTE 13: SUBSEQUENT EVENTS

Departure of Chief Financial Officer

On May 14, 2017, Mark Lucky, the Company's Chief Financial Officer, advised the Company that he is resigning from his position as Chief Financial Officer effective as of May 15, 2017. Mr. Lucky's decision to resign did not result from any disagreement with the Company, the Company's management or the Board of Directors.

Effective as of May 15, 2017, the Company's Board of Directors appointed Anshu Bhatnagar, the Company's President and Chief Executive Officer, as the Company's interim Chief Financial Officer while the Company conducts a search for a permanent Chief Financial Officer.

Entry into a Material Definitive Agreement

On May 26, 2017, the Company received \$130,000 from Auctus Fund, LLC ("Auctus"), a Delaware limited liability company, and issued Auctus a convertible promissory note (the "Auctus Note") in the amount of \$130,000 pursuant to the terms of a securities purchase agreement. The Auctus Note accrues interest at a rate of 8% per annum and matures on February 17, 2018. The Auctus Note may be prepaid by the Company.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the attached consolidated unaudited financial statements and notes thereto, and our consolidated audited financial statements and related notes for our fiscal year ended October 31, 2016 found in our Annual Report on Form 10-K. In addition to historical information, the following discussion contains forward-looking statements that involve risks, uncertainties and assumptions. Where possible, we have tried to identify these forward looking statements by using words such as "anticipate," "believe," "intends," or similar expressions. Our actual results could differ materially from those anticipated by the forward-looking statements due to important factors and risks including, but not limited to, those set forth in our Annual Report on Form 10-K.

Cautionary Note Regarding Forward-Looking Statements

Some of the statements made in this section of our report are forward-looking statements. These forward-looking statements generally relate to and are based upon our current plans, expectations, assumptions and projections about future events. Our management currently believes that the various plans, expectations, and assumptions reflected in or suggested by these forward-looking statements are reasonable. Nevertheless, all forward-looking statements involve risks and uncertainties and our actual future results may be materially different from the plans, objectives or expectations, or our assumptions and projections underlying our present plans, objectives and expectations, which are expressed in this section.

In light of the foregoing, prospective investors are cautioned that the forward-looking statements included in this filing may ultimately prove to be inaccurate. Because of the significant uncertainties inherent in such forward-looking statements, the inclusion of such information should not be regarded as a representation or warranty by RealBiz Media Group, Inc. or any other person that our objectives, plans, expectations or projections that are contained in this filing will be achieved in any specified time frame, if ever. We undertake no obligation to publicly release any revisions to the forward-looking statements or reflect events or circumstances after the date of this Quarterly Report. Readers should carefully review the factors identified under the caption "Risk Factors" in documents we file from time to time with the Securities and Exchange Commission ("SEC"), including our most recent Annual Report on Form 10-K and subsequent quarterly reports on Form 10-Q.

Critical Accounting Policies and Estimates

The discussion and analysis of the Company's financial condition and results of operations are based upon its consolidated unaudited financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these unaudited financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent liabilities. On an on-going basis, management evaluates past judgments and estimates, including those related to bad debts, potential impairment of intangible assets, accrued liabilities, and contingencies. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The accounting policies and related risks described in the Company's Annual Report on Form 10-K as filed with the SEC on February 10, 2017 are those that depend most heavily on these judgments and estimates. As of April 30, 2017, there had been no material changes to any of the critical accounting policies contained therein.

Results of Operations

Three Months Ended April 30, 2017

Revenues

Our total revenues increased 315.3%, or \$818,000, to approximately \$1,077,400 for the three months ended April 30, 2017, compared to approximately \$259,400 for the three months ended April 30, 2016. The increase in revenues is attributable to sales from our food business that was new in 2017.

Cost of Revenue

Cost of revenues totaled approximately \$892,300 for the three months ended April 30, 2017, compared to approximately \$1,200 for three months ended in 2016, representing an increase of approximately \$891,100. The increase is primarily due to food business costs of revenue. Cost of revenues also include engineering costs incurred for maintenance of our online networks, and the higher cost is in line with lower revenues.

Operating Expenses

Our operating expenses, which include salaries and benefits, selling and promotions and general and administrative expenses increased by approximately \$135,200 to approximately \$327,800 for the three months ended April 30, 2017, compared to expense of approximately \$192,700 for the three months ended April 30, 2016. This increase was substantially due to reductions in cash based salaries and benefits of \$21,800 decrease in expense is attributable to a reversal of expense for stock-based compensation warrant forfeitures of approximately \$367,000. Increases in sales and promotions expense of approximately \$96,200 and general and administrative expenses of approximately \$60,800 were primarily related to our entry into the food business.

Other Income (Expenses)

Our other expenses, net, decreased by approximately \$157,000 for the three months ended April 30, 2017 primarily due to a decrease in interest expense.

Net Income

We had a net loss of approximately \$147,800 for the three months ended April 30, 2017, compared to net loss of approximately \$96,400 for the three months ended April 30, 2016, a decrease of \$51,400. The change was primarily due to lower sales from our new food business.

Six Months Ended April 30, 2017

Our total revenues increased 121.1%, or approximately \$645,700 to approximately \$1,179,000, for the six months ended April 30, 2017, compared to approximately \$533,300 for the six months ended April 30, 2016. The increase in revenues is attributable to sales from our new food business.

Cost of Revenue

Cost of revenues totaled approximately \$942,100 for the six months ended April 30, 2017, compared to approximately \$46,300 for six months ended April 30, 2016, representing an increase of \$877,800. The increase is primarily due to food business costs of revenue. Cost of revenues also include engineering costs incurred in connection with maintenance of our online networks.

Operating Expenses

Our operating expenses, which include salaries and benefits, selling and promotions and general and administrative expenses increased by approximately \$703,600 to approximately \$1,275,700 for the six months ended April 30, 2017, compared to approximately \$572,100 for the six months ended April 30, 2016. This increase was substantially related to higher salaries and benefits of approximately \$415,500, primarily from the issuance of warrants to executive officers of approximately \$608,600, offset by lower cash-based salaries and benefits of \$193,100. Increases in sales and promotions expense of approximately \$92,100 and general and administrative expenses of approximately \$196,100 were primarily related to our entry into the food business.

Assets and Employees; Research and Development

We do not currently anticipate purchasing any equipment or other assets in the near term, however, as we expand operations, we will need additional equipment and employees to develop and market our products.

Liquidity and Capital Resources; Anticipated Financing Needs

At April 30, 2017, the Company had approximately \$53,500 of cash and a working capital deficit of approximately \$758,400 as compared to cash of approximately \$148,900 and a working capital deficit of approximately \$1,801,300 as of October 31, 2016.

Net cash used in operating activities was approximately \$437,500 for the six months ended April 30, 2017 as compared to net cash used in operating activities of approximately \$225,000 for the six months ended April 30, 2016. For the six months ended April 30, 2017, we had a net loss of approximately \$1,151,200, which included share based compensation of approximately \$608,600, offset by non-cash-items such as depreciation expense of approximately \$10,300, the loss on settlement of debt of approximately \$23,700, the amortization of debt discount of approximately \$61,600, and increases from changes in assets and liabilities which were composed of an increase in accounts payable and accrued expenses of approximately \$871,800, and an increase in accounts receivable of approximately \$874,500, offset by an increase in prepaid assets of approximately \$108,200.

This is compared to net cash used in operating activities of approximately \$225,000 for the six months ended April 30, 2016 which resulted primarily from our net loss of approximately \$233,300, a gain on extinguishment of convertible debt and accounts payable of approximately \$158,000, an increase in restricted cash of approximately \$28,000, a decrease in accounts payable and accrued expenses of approximately \$110,100 and a decrease in deferred revenue of approximately \$18,650 which amounts were offset by amortization and depreciation of approximately \$12,200, amortization of debt discount of approximately \$190,000, stock consulting fees of approximately \$32,000, increase in accounts receivable of approximately \$12,900 and a decrease in amounts due from former officer of approximately \$27,100.

We did not have any cash related to investing activities in the six months ended April 30, 2017 or April 30, 2016.

We have financed our operations since inception primarily through proceeds from equity financings and revenue derived from operations. During the six months ended April 30, 2017, we had \$342,100 of net cash provided by financing activities which consist of (i) \$241,500 in proceeds from the issuance of convertible stock, (ii) \$100,000 in proceeds from the sale of 100,000 shares of our Series C Convertible Preferred Stock, and (iii) \$610 in proceeds from the sale of 100,000 shares of Series A Convertible Preferred Stock. During the six months ended April 30, 2016, we had \$180,000 of net cash provided by financing activities consisting of \$680,000 in proceeds from the sale of 13,600,000 shares of our common stock and related warrants, offset by the payoff of notes payable of \$500,000. Our continued operations will primarily depend on our ability to raise additional capital from various sources including equity and debt financings, as well as our revenue derived from operations. We can give no assurances that any additional capital that we are able to obtain will be sufficient to meet our needs or will be on favorable terms. Based on our current plans, we believe that our cash provided from the above sources may not be sufficient to enable us to meet our planned operating needs for the next 12 months.

We have based our estimate on assumptions that may prove to be wrong. We may need to obtain additional funds sooner or in greater amounts than we currently anticipate. Potential sources of financing include strategic relationships, public or private sales of our shares or debt and other sources. We may seek to access the public or private equity markets when conditions are favorable due to our long-term capital requirements. We do not have any committed sources of financing at this time, and it is uncertain whether additional funding will be available when we need it on terms that will be acceptable to us, or at all. If we raise funds by selling additional shares of common stock or other securities convertible into common stock, the ownership interest of our existing stockholders will be diluted. If we are not able to obtain financing when needed, we may be unable to carry out our business plan. As a result, we may have to significantly limit our operations and our business, financial condition and results of operations would be materially harmed.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a “smaller reporting company” as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act of 1934. Disclosure controls and procedures include, without limitation, controls and other procedures that are designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms and (ii) accumulated and communicated to the issuer’s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, because of the Company’s limited resources and limited number of employees, management concluded that our disclosure controls and procedures were ineffective as of April 30, 2017.

Management has identified control deficiencies regarding the lack of segregation of duties. Management of the Company believes that these material weaknesses are due to the small size of the Company’s accounting staff. The small size of the Company’s accounting staff may prevent adequate controls in the future, such as segregation of duties, due to the cost/benefit of such remediation.

To mitigate the current limited resources and limited employees, we rely heavily on direct management oversight of transactions, along with the use of external legal and accounting professionals. As we grow, we expect to increase our number of employees, which should enable us to implement adequate segregation of duties within the internal control framework.

These control deficiencies could result in a misstatement of account balances that would result in a reasonable possibility that a material misstatement to our consolidated financial statements may not be prevented or detected on a timely basis. In light of this material weakness, we performed additional analyses and procedures in order to conclude that our consolidated financial statements for the quarter ended April 30, 2017, included in this Quarterly Report on Form 10-Q were fairly stated in accordance with US GAAP. Accordingly, management believes that despite our material weaknesses, our consolidated unaudited financial statements for the quarter ended April 30, 2017 are fairly stated, in all material respects, in accordance with US GAAP.

Limitations on Effectiveness of Controls and Procedures

Our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include, but are not limited to, the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act, during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

On May 11, 2016, we filed a lawsuit in the United States District Court for the Southern District of Florida against Monaker seeking collection of the balance owed to us, in the amount of \$1,287,517, for advances on operating expenses and various debt obligation conversions to and from. Currently, a court date of July 2017 has been scheduled.

In December 2016, Monaker filed a lawsuit against us in Eleventh Circuit Federal Court seeking an injunction against our action to cancel 44,470,101 shares of Series A Preferred Stock and 10,359,892 shares of common stock which were issued to Monaker. Additionally, Monaker sought to reverse the cancellation of these shares in its entirety. On January 15, 2017, the Court denied Monaker's motion for a preliminary injunction.

In addition to the matter presented above, in the ordinary course of business, we are from time to time involved in various pending or threatened legal actions. The litigation process is inherently uncertain and it is possible that the resolution of such matters might have a material adverse effect upon our financial condition and/or results of operations. However, in the opinion of our management, other than as set forth herein, matters currently pending or threatened against us are not expected to have a material adverse effect on our financial position or results of operations.

Item 1A. Risk Factors.

As a "smaller reporting company" as defined by Item 10 of Regulation S-K, we are not required to provide information required by this item.

Item 2. Unregistered Sales of Equity Securities

None.

Item 3. Defaults Upon Senior Securities

There were no defaults upon senior securities during the quarter ended April 30, 2017.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

Item 6. Exhibits.

Exhibit Number	Description
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934**
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934**
32.2	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*
101.INS	XBRL Instance Document**
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document**
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document**
101.LAB	XBRL Taxonomy Extension Label Linkbase Document**
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document**
101.SCH	XBRL Taxonomy Extension Schema Document**

* Filed herewith.

** Furnished herewith.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

RealBiz Media Group, Inc.

/s/ Anshu Bhatnagar

Anshu Bhatnagar

President, Chief Executive Officer and Chief Financial Officer (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)

June 19, 2017

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anshu Bhatnagar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of RealBiz Media Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 19, 2017

/s/ Anshu Bhatnagar

Anshu Bhatnagar
Chief Executive Officer (Principal Executive Officer)

**CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a),
AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anshu Bhatnagar, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of RealBiz Media Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 19, 2017

/s/ Anshu Bhatnagar

Anshu Bhatnagar
Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

I, Anshu Bhatnagar., certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that the Quarterly Report of RealBiz Media Group, Inc. on Form 10-Q for the period ended April 30, 2017 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in such Quarterly Report on Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of RealBiz Media Group, Inc.

Date: June 19, 2017

By: /s/ Anshu Bhatnagar

Name: Anshu Bhatnagar

Title: Chief Executive Officer and Interim Chief Financial (Principal Executive Officer, Principal Financial Officer and Principal Accounting Officer)
