B2 DIGITAL INC.

UNANIMOUS WRITTEN CONSENT
TO ACTION WITHOUT A MEETING
OF THE BOARD OF DIRECTORS

The undersigned, being all the directors of B2Digital Inc., a Delaware corporation (the "Company"), and acting by written consent without a meeting pursuant to Section 6 of Article V of the Bylaws of the Company and Section 141(f) of the Delaware General Corporations Law, hereby adopt the following resolutions effective as of the date first written below with the same force and effect as if adopted at a duly convened meeting of the Board of Directors:

1. **Approval and Authorization for CEO Paul D.H. LaBarre To Use funds from Loan**

WHEREAS, the Company Board of Directors have selected to Accept a loan of Six-Thousand Dollars ($6,000) from Tamara J. Hunt as Chairman of Good Hunting, Inc. Board of Directors; to use said funds for the purpose of paying fess to OTC Markets and for use in obtaining a Legal Opinion to be filed with updated information of B2 Digital. It is further understood that B2 Digital, CEO Paul D.H. LaBarre, will accept the check in the amount of $6,000 dollars and will deposit said amount in the account of Paul D.H. LaBarre and will use $4,700.00 in payment to OTC Markets. The remaining $1,300.00 will be used for fees involved in bringing B2 Digital to Current Information on OTC Markets. This is to include office materials, added outside labor and travel expenses. It is further understood that all receipts will be turned over to B2 Digital Secretary Ernest McKay.

WHEREAS, the Company will Accept the loan of Six-Thousand Dollars ($6,000) from Tamara J. Hunt as Chairman of Good Hunting, Inc. for the purpose of paying all fees to OTC Markets and to pay the cost of a Legal Opinion to cover the updated information to be filed by B2 Digital with OTC Markets. The Board of Directors does further approve and authorize B2 Digital, CEO Paul D.H. LaBarre, to accept the check in the amount of $6,000 dollars and to deposit said amount in the account of Paul D.H. LaBarre and to use $4,700.00 in payment to OTC Markets. The remaining $1,300.00 will be used for fees involved in bringing B2 Digital to Current Information on OTC Markets. This is to include office materials, added outside labor and travel expenses. It is further understood that all receipts will be turned over to B2 Digital Secretary Ernest McKay.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors does hereby provide for the Authorization to allow B2 Digital, CEO Paul D.H. LaBarre, to accept a check in the amount of $6,000.00 and to deposit said check in the checking account of Paul D.H. LaBarre. It is felt by the B2 Digital Board of Directors that until a settlement with DirecTV has been achieved that B2 Digital will not open a checking account under the title of B2 Digital. Tamara J. Hunt as Chairman of Good Hunting, Inc. Board of Directors to loan B2 Digital, Inc. Six-Thousand Dollars ($6,000) for the purpose of paying the fees to OTC Markets and for the support needed for Legal opinion to cover

the updated information to be filed by B2 Digital, Inc. with OTC Markets. . This is to include office materials, added outside labor and travel expenses. It is further understood that all receipts will be turned over to B2 Digital Secretary Ernest McKay.

RESOLVED, that the Board of Directors has concluded, in its good faith business judgment that the issuance of this authorization is in the best interests of the Company;

2. **Omnibus**

RESOLVED, that any and all actions heretofore taken by the officers of the Company in its name and on its behalf in connection with the foregoing resolutions are hereby ratified, confirmed and approved in all respects as and for the acts of the Company by the Board of Directors of the Company.

RESOLVED, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed on behalf of and in the name of the Company at any time and from time to time and without further action by or authority or direction from the Board of Directors of the Company to take all such actions, to make or cause to be made and to execute and deliver any and all agreements, instruments, documents, and certificates and any and all changes, modifications or additions thereto, and to do or cause to be done any and all acts or thing as such officer deems necessary, advisable or appropriate to carry out the purposes and intent of the foregoing resolutions.

This Written Consent may be executed in one or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned Directors have executed this Written Consent as of April 27, 2015

Rodney P. Hunt – Chairman

ABSTAINED FROM VOTING–See Exhibit A

Ernest G. McKay – Secretary – Director

ABSTAINED FROM VOTING–See Exhibit B

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Andrew Georgens - Director

ABSTAINED FROM VOTING–See Exhibit C

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Paul D.H. LaBarre – C.E.O. - Director

EXHIBIT A

DISCLOSURE OF ERNEST G. MCKAY

Ernest G. McKay is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Ernest G. McKay is a member of the B2 Digital Board of Directors and is a member of the Good Hunting, Inc. Board of Directors . As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Ernest G. McKay has abstained from voting in regard to this BOD Authorization to approve a loan from Tamara J. Hunt as Chairman of Good Hunting, Inc., to B2 Digital, Inc.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Ernest G. McKay, related to this Authorization and against any of the parties that are affiliated with Ernest G. McKay for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.

EXHIBIT B

DISCLOSURE OF ANDREW GEORGENS

Andrew Georgens is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Andrew Georgens is a member of the B2 Digital Board of Directors and is a member of the Good Hunting, Inc.. As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Andrew Georgens has abstained from voting in regard to this BOD Authorization to approve a loan from Tamara J. Hunt as Chairman of Good Hunting, Inc., to B2 Digital, Inc.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Andrew Georgens, related to this Authorization and against any of the parties that are affiliated with Andrew Georgens for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact a possible conflict of interest.

EXHIBIT C

DISCLOSURE OF PAUL D.H. LABARRE

Paul D.H. LaBarre is an equity member of B2 Digital, Inc. and a member of the Board of Directors. Paul D.H. LaBarre as Chief Executive Officer is a person that has a past history with the Chairman of Good Hunting, Inc. Ms. Tamara Hunt, as he adopted three of Ms. Hunt's sons. As such, THERE COULD BE AN INHERENT CONFLICT OF INTEREST.

All of the members of the B2 Digital Board of Directors have been so advised that this conflict could exist and that being the case Paul D.H. LaBarre has abstained from voting in regard to this BOD Authorization to accept the loan from Good Hunting Inc.

By the executing of the Board Resolution, B2 Digital acknowledges being Warned about the above and is waving the Company's right to assess a claim against Paul D.H. LaBarre, related to this accept this loan and against any of the parties that are affiliated with Paul D.H.LaBarre for failing to inform the Board of Directors of B2 Digital, Inc. that there was in fact apossible conflict of interest.