ISSUER INFORMATION AND QUARTERLY REPORT

B2 DIGITAL INCORPORATED

1030 S. Mesa Drive

Mesa, Arizona 85210

Phone: 602-625-7653

Fax: 480-834-0231

The Company has a corporate Internet website at http://www.b2digital.us or. com. The reference to this website address does not constitute incorporation by reference of the information contained therein.

Federal ID

84-0916299

CUSIP

11777J304 (176)

ISSUER'S EQUITY SECURITIES

Common Stock

$0.01 Par Value

5,000,000,000 Common Shares Authorized

4,219,867,388 Shares Issued and Outstanding

B-2 Digital Corporation is responsible for the content of this Information and Disclosure Statement. **The information contained in this report has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body.** This document contains forward-looking statements. Forward-looking statements do not represent historical facts, but rather statements about management's beliefs, plans and objectives. The statements are evidenced by terms such as "anticipate," "estimate," "should," "expect," "believe," "intend," and similar expressions. Although there statements reflect management's good faith beliefs and projections, they are not guarantees of future performance and they may not prove true. These projections involve risk and uncertainties that could cause the Company's actual results to differ materially from those addressed in the forward-looking statements. There risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond the Company's control. Consequently all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, of it substantially realized, will have the expected consequences on the Company's business or operations.

B2 DIGITAL INCORPORATED

ISSUER INFORMAITON AND QUARTERLY REPORT

June 30, 2014

PART A **General Company Information**

ITEM I: **NAME OF ISSUER:**

B2 Digital, Incorporated Office: 602-625-7653

(A Delaware Corporation) Fax: 480-834-0231

Merger: Telecommunication Products, Incorporated

June 2004 (A Colorado Corporation)

ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1030 S. Mesa Drive Web: b2digital.us

Mesa, Arizona 85210

Investor Relations: Contact Chairman Rodney P. Hunt or CEO Paul D.H. LaBarre

Phone No: 602-625-7653

ITEM II: **NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUTSTANDING FOR EACH CLASS OF SECURTIES AUTHORIZED**

Common Stock

	Most Recent Fiscal Quarter
(i) Period end date;	06/30/14
(ii) Number of shares authorized;	5,000,000.000
(iii) Number of shares outstanding;	4,219,867,388
(iv) Freely tradable shares (public float);	1,104,945,242
(v) Total number of beneficial shareholders; and	9
(vi) Total number of shareholders of record.	435

Series A Preferred Stock

	Most Recent Fiscal Quarter
(i) Period end date;	06/30/14
(ii) Number of shares authorized;	5,000,000.000
(iii) Number of shares outstanding;	2,000,000
(iv) Total number of shareholders of record.	3

ITEM III: **FINANCIAL INFORMAITON FOR THE ISSUER'S MOST RECENT FISCAL PERIOD:**

The un-audited Financial Statements and Notes to Financial Statements for the issuer as of December 31, 2013 are hereby incorporated herein. With the balance Sheet as of December 31, 2013

Balance Sheet as of December 31, 2013

Profit & Loss for July, 2013 through December 31,2013

Changes in stockholders equity Notes to Financial Statements

B2 Digiital
Balance Sheet
As of December 31, 2013

	Dec 31, 13
ASSETS	
Current Assets	
Accounts Receivable	
Accounts Receivable	2,203.00
Total Accounts Receivable	2,203.00
Other Current Assets	
Inventory Asset	2,327,272.82
Inventory Asset Valuation Allow	-2,041,403.65
Total Other Current Assets	285,869.17
Total Current Assets	288,072.17
Fixed Assets	
Accum. Deprec. E & M	-501,756.56
Field Test Equipment	
Equipment-Other	1,103.12
Field Test Equipment - Other	2,214.00
Total Field Test Equipment	3,317.12
Office Equipment	
Bench Test Equipment	1,248.77
Total Office Equipment	1,248.77
Office Furniture	1,367.00
Total Fixed Assets	-495,823.67
Other Assets	
Hotel Movie Express Equipment	470,163.30
Total Other Assets	470,163.30
TOTAL ASSETS	**262,411.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Credit Cards	
American Express Business Gold	-623.85
Total Credit Cards	-623.85
Other Current Liabilities	
Accrued Liabilities	16,463.00
Ernerst McKay	98,000.00
Total Other Current Liabilities	114,463.00
Total Current Liabilities	142,547.31
Long Term Liabilities	
Loan Payable to Coast	10,000.00
Total Long Term Liabilities	10,000.00
Total Liabilities	152,547.31

B2 Digiital
Balance Sheet
As of December 31, 2013

	Dec 31, 13
Equity	
Common Stock	25,000.00
Initial Acquisitions	109,145.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,986,098.98
Retained Earnings	-1,771,259.97
Net Income	-203,244.69
Total Equity	109,864.49
TOTAL LIABILITIES & EQUITY	**262,411.80**

B2 Digiital
Profit & Loss
July through December 2013

	Jul - Dec 13
Ordinary Income/Expense	
Income	
Sales	4,406.11
Total Income	4,406.11
Gross Profit	4,406.11
Expense	
Bad Debt Write off	153,539.91
Office and Storage Expences	29,485.46
Professional Fees	
Legal Fees	24,625.43
Total Professional Fees	24,625.43
Total Expense	207,650.80
Net Ordinary Income	-203,244.69
Net Income	**-203,244.69**

Statement of Shareholders' Equity

	Common Stock	Retained	Earnings
	Shares	Amount	(Deficit)
BALANCE, March 31, 2008	26,979.018	$2,771,000	$ -
Dividends on common shares Net income For the period ended March 31, 2009	-	-	$16,076.57
BALANCE, March 31, 2009	26,979.018	$2,771,000	$ -
Dividends on common shares	-	-	-
Shares of common stock issued for Settlement agreement from 2005 at $.02 per share, August 2009 Net income For the period ending October 8, 2009	10,400,000	$ 208,000	- $ -3,463.13
BALANCE, October 8, 2009	37,379.018	$2,978,000	$ -
Dividends on common shares Net income for the period ending December 31, 2009			$ 20,828.11
BALANCE, December 31, 2009	37,379.018	$1, 114, 816, 53	$ -
Dividends on common shares C.E.O. Employment Agreement 2010 As a signing bonus, January 2010 $.0025 per share, 50% discounted ***Shares have not been issued as Of the date of this report***	*** 5,000,000**	***$ 62,500.00**	-
Shares of common stock issued for Share Exchange agreement 2010 $.0062 per share, March 2010	1,800,000,000	$11,160,000.00	-
Shares of common stock issued for Cimarron Group Limited Assignment Agreement 2010, $.0062 per share, March 2010, 50% discounted	**8,000,000,000**	***$ 2, 480, 000, 00**	-
Shares of common stock issued for Coast Communications Limited Assignment agreement 2010, $0062 Per share, March 2010, 50% discounted ***Shares to be issued in May 2010*** ****NOTE: Issue Date Moved to July 2010***	* 200,000,000	*** $ 1,240,000.00**	
Net income for period ending			$ -
BALANCE, June 30, 2010	2,637,379,018	$14,879,816.53	$ -
Dividend on common shares C.E.O. Employment Agreement 2010 As a signing bonus, January 2010 $.0025 per share, 50% discounted	5,000,000	$ 62,500.00	-
Shares of Common Stock issued for Coast Communications Inc. Limited Assignment Agreement 2010, $0062 Per Share, March 2010, 50% Discounted	200,000.000	$ 1,240,000.00	-
A 10% dividend for shareholders of Record on November 5, 2010	232,488,370	$ 141,322.31	-
Net income for period ending			$
Balance, December 31, 2010	3,074,867,388	$15,625,118.19	
Share Exchange Agreement 2011 $.009 per share, January Shares Common stock issued for Real Hip Hop Network	500,000,000	$ 55,555.55	-
Stock for Salary Agreement 2011 $.0005 per share, January Shares of Common stock issued for Paul D.H. LaBarre as salary for 2010	600,000,000	$ 120,000.00	-

Stock for Salary Agreement 2011 $.0005 per share, January Shares of common stock issued for Marcia A. Pearlstein as salary in 2010	100,000.000	$ 20,000.00	-
Balance, January 8, 2011	4,274,867,388	$16,000,673.74	$
Cancellation of Castle Creek Shares Exchange Agreement 2010 $.0062 per share, March 2010 Shares of common Stock issued for Castle Creek Silver	***-1,800,000,000***	***$11,160,000.00***	-
Balance, January 18, 2011	2,474,867,388	$ 4,840,673.74	$
Share Exchange Agreement 2011 $.0003 per share, January Shares of common stock issued for	400,000,000	$ 133, 333, 33	-
Castle Creek International, Inc. 38 Mining Claims, Agreement 2011 $.0003 per share, January Shares of common stock issued for Stephane Lablanc – Firm Gold, Inc.	200,000,000	$ 66,666.66	-
Sino-Can, Agreement 2011 $.0003 per share, February Shares of common stock issued for Wilma Saint Louis	95,000,000	$ 31,666.66	-
Robert Russell – Settlement $ 0005 per share, August Shares of common stock to be issued	400,000,000	$ 200,000.00	-
Share Exchange Agreement 2011 $.0005 per share, August Shares of common stock to be issued	400,000,000	$ 200,000.00	-
Tristan V. Stonger MD Funding agreement, August Inter Global International, LLC Shares of common stock to be issued *A request for the return of thiese shares has been made	250,000,000	$ 125,000.00	-
Balance, June 30, 2014	4,219,867,388	$ 5,597,340.39	$

*** Note:** The shares and valued listed in this section have been approved by the Board of Directors and all agreements have been signed. The agreements are all referred to and can be found either as exhibits and/or as listed where to be found on. www.otcmarkets.com There have been no additional issue of shares during this reporting period.

The un-audited financial statements for the issuer as of December 31, 2013, with a Balance Sheet as of December 31, 2013, are hereby incorporated herein.

NOTE 1 - ORGANIZATION AND NATURE OF ISSUER'S BUSINESS

B2 Digital, Inc. (referred to herein as ("B-2 Digital", the "Company", or "BTDG.PK), a technological development corporation, was incorporated in Colorado on June 8, 1983. It was administratively dissolved in 1997 and as a part of winding up of its affairs, the directors acting as trustees, entered into a plan of Merger in 1999 with Telecommunications Products, Inc. a newly formed entity, and merged into it and then purchased Interleisure S.A., a privately held company incorporated under the laws of the commonwealth of the Dominican Republic. The predecessor business was to act as a developer of data compression technology and video-conferencing software but then ventured into other opportunities. The Company failed in its business efforts prior to 2002. On July 20, 2004, Telecommunications Products, Inc. changed its name to B2 Digital, Incorporated. With the filing of articles of Merger with the Delaware Secretary of State, we were re-domiciled from Colorado to Delaware, and our number of authorized common shares was increased to 500,000,000.

Through the purchase of assets of Hotel Movie Network, we have been able to supply Video On Demand and Satellite Guest Entertainment systems to mid-market hospitality industry. The purchase of the assets of Hotel Movie Networks, Inc. Provided affiliation with an established network of professional guest systems installation contractors who are experienced and familiar with the Hotel Movie Network business plan. Because of a continued drop in revenue from the lodging industry B2 Digital dissolved the Hotel Movie Network division of B2 Digital.

B2Digital, Inc. as a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry has turned more towards the standard cable company concept. B2Digital had installed approximately 50,000 hotel rooms, which consist of contract rights of Hotel Movie Network with Pay Per View and Cable/Satellite access, and associated hardware and peripherals. B2 Digital primarily provided services under long-term contracts. B2 Digital's platforms provide for in-room viewing of select cable channels (such as HBO, ESPN, and CNN) along with interactive and information services, plus high-speed wireless Internet access. By moving more into the Cable Company platforms B2 Digital will be able to use this past technology. B2 Digital has also recently ventured into the mining industry.

NOTE 2 – FINANCIAL STATEMENTS

We adopted FASB Statement No 154 *Accounting Changes and Error Corrections.* This Statement provided guidance on the accounting for and reporting of accounting changes and error corrections. It establishes, unless impracticable, retrospective applications as the required method for reporting a change in accounting principle in the absence of explicit transition requirements specific to the newly adopted accounting principle. This Statement also provides for determining whether retrospective application of a change in accounting principle is impracticable and for reporting a change when retrospective application is impracticable. The correction of an error in previously issued financial statements is not an accounting change. However, the reporting of an error correction involves adjustments to previously issued financial statements similar to those generally applicable to reporting an accounting change retrospectively. Therefore the reporting of a correction of an error by restating previously issued financial statements is also addressed by this statement (Note Noted).

NOTE 3 – BASIS OF PRESENTATION AND CONSIDERATIONS RELATED TO CONTINUED EXISTENCE

The significant accounting policies of the Company are as follows:

Accounting Method
The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("USGAAP"); however, they do not include all of the information and footnotes required by USGAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included.

Going Concern
The accompanying financial statements have been assuming that the Company will continue as a going concern. In the year ending of March 31, 2011 the Company had a net loss of $99,113.16, and in the last three months ending on September 30, 2011, it had a net gain of $3,427.17. The Company's ability to continue as a going concern remains dependent upon its ability to achieve sustainable profitability. Since inception, the Company has substantially financed its activities financing activities. The Company intents on financing its future development activities and its working capital needs largely with similar financing sources, including term notes, until such time that funds provided by operations are sufficient to fund its working capital requirements. The financial statements of the Company do not include any adjustments for the recoverability and necessary should the Company be classification of recorded assets, or amounts and classifications of liabilities that might be unable to continue as a going concern.

Non-Cash Transaction
No non-cash investing and financing activities occurred during the three months ended September 30, 2011. SSM Media Stock Purchase Agreement is the Acceptation which has not finalized as of this reporting period.

Accounts Receivable
The Company considers accounts receivable to be fully collectible, and accordingly, no allowance for doubtful accounts is required. If amounts should become uncollectable, they will be charged to operations when that determination is made.

Use of Estimates
The preparation of financial statements in conformity with generally accepted accounting principles 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 financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Property and Equipment
Property and equipment are recorded at cost. Maintenance and repairs are changed to operations as incurred. Betterments and renewals are capitalized. When property and equipment are sold or otherwise disposed of, the asset account and the related accumulated depreciation accounts are relieved, and any gain or loss is included in operations.

Depreciation is calculated by the straight-line method over the estimated useful lives of the assets.

Revenue Recognition
Continuing revenue is recognized monthly as earned. Initial revenue is recognized when all services or conditions relating to the sale of the individual services have been substantially performed.

Income Taxed
The Company files and pays its taxes based on yearly profits. There are no deferred taxes.

Note 5 – SUBSEQUENT EVENT

Updated Balance Sheet for past Year-End filings.
B2 Digital has gathered further information concerning areas of the past Year-End Balance Sheets that the CPA's felt should be updated. In reviewing each Year-End Balance Sheet so updated there were minor changes; yet changes that the BOD felt should be made. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on, July 11, 2012, disclosure, Exhibit 10.1, 10.2, 10.3, 10.4, pages 1 through 10.

B2 Digital Board of Director; Offer Andrew Georgens, to Join B2 Digital as Vice President of Acquisitions and as a member of the B2 Digital Board of Directors as a Director.

The Board of Director of B2 Digital sent a letter to Mr. Andrew Georgens on April 3, 2012; with an offer to Join B2 Digital as Vice President of acquisitions and as a member of the B2 Digital Board of Directors as a Director. Mr. Georgens in his return letter has accepted the position of Vice President of Acquisitions and as a member of the B2 Digital Board of Directors. On April 10, 2012 as a B2 Digital Board of Director meeting Mr. Georgens was approved with the written BOD resolution by the B2 Digital Board of Director. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on, September 21, 2012, disclosure, exhibit 10.1 & 10.2, pages 1 through 3. Mr. Georgens has been very helpful in working to build a new B2 Digital of today, tomorrow and into the future. Mr. Georgens comes to B2 Digital with a deal of experience in the communications and the funding world. Under Mr. Georgens plans B Digital is currently looking into many new areas for Acquisitions.

B2 Digital Board of Directors; Offer Ernest G. McKay, to Join B2 Digital as Secretary of the Corporaiton and as a member of the B2 Digital Board of Director as a Director.

The Board of Directors of B2 Digital sent a letter to Mr. Ernest G. McKay on May 3rd. 2012; with an offer to Join B2 Digital as Secretary of the Corporaiton and as a member of the B2 Digital Board of Directors as a Director. Mr. McKay in a return letter accepted the position of Secretary and as a member of the B2 Digital Board of Directors as a Director. On May 10, 2012 at a B21 Digital Board of Directors meeting Mr. McKay was approved with the written BOD Resolution by the B2 Digital Board of Directors. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on, September 25, 2012, disclosure, exhibit 10.1 & 10.2, pages 1 through 3. Mr. McKay, come to B2 Digital with a great deal of back ground in the data world, which includes funding of major projects through several outside sources. As Secretary of B2 Digital Mr. McKay will be very helpful in finding more funding sources and maintaining a better balance of the records.

B2 Digital Board of Directors; Offer Rodney P. Hunt, to Join B2 Digital as Chairman of the B2 Digital Board of Directors.

The Board of Directors of B2 Digital sent a letter to Mr. Rodney P. Hunt on May 15, 2012; with an offer to Join B2 Digital as Chairman of the B2 Digital Board of Directors. Mr. Hunt in a returned letter accepted the position of Chairman of the B2 Digital Board of Directors. On May 29, 2012 at a B2 Digital Board of Directors meeting Mr. Hunt was approved with the written BOD Resolution by the B2 Digital Board of Directors. Incorporated herein by reference, to be found on www.otcmarkets.com Posted September 29, 2012, disclosure, exhibit 10.1 & 10.2, pages 1, 2 & 3. This is a great opportunity o have Mr. Hunt join the B2 Digital Board of Directors. Currently B2 Digital has started several conversations with major companies for doing a joint venture because of the relationships that Mr. Hunt has with each of them.

January 27, 2013, B2 Digital, Inc. Board of Directors Authorize CEO Paul D.H. LaBarre to Retain Legal Counsel

On January 27, 2013, B2 Digital, Inc., Board of Directors authorized CEO Paul D.H. LaBarre to retain the services of legal counsel to represent B2 Digital in all outstanding legal matter. Mr. LaBarre ABATAINED from voting on this matter as he was the person authorized to take such action. Incorporated by reference herein, to be found on www.otcmarkets.com Posted May 30, 2013, Exhibit 10.1, pages 1 to 4.

February 8, 2013, B2 Digital, Inc. as a Shareholder of ONE Media Corp. Inc. Cast PROXY

On January 29, 2013, B2 Digital received a letter from ONE Media Corp., Inc. as to an upcoming special shareholders meeting to be held on February 8, 2013. In that letter was a request for Increase in ONE Media Corp. Inc. (1) Authorized shares from 20, 000,000 to 40,000,000. (2) Authorization for ONE Media Corp. Inc. to amend the Company's Articles of Incorporation. As CEO Paul D.H. LaBarre did sign a PROXY to allow the shares of B2 Digital, Inc. to be voted by one Greg Bell. On February 18, 2013 B2 Digital received a updated report with consolidated financials and a balance sheet from ON E Media corp. Inc. Incorporated herein by reference, to be found on www.otcmarkets.com Posted May 29, 2012, disclosure, Exhibits 10.1, 10.2 & 10.3, page 1.

March 1, 2013, B2 Digital, Inc. received a Memorandum of Understanding from Aramco Land and Mineral, Inc.

On March 1, 2013, B2 Digital, Inc. received a Memorandum of Understanding (MOU) from Aramco Land and Minerals, Inc. (AMLI) to work towards a joint venture for the purpose of providing financial infusion into ALMI. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on, June 1, 2013, Exhibit 10.1, Pages 1 to 6.

March 11, 2013, B2 Digital, Inc. signs a Non-Circumvention, Non-Disclosure with Buyer Group International, Inc. (BYRG)

On March 11, 2013, B2 Digital, Inc. signed a Non-Circumvention, Non-Disclosure with Buyer Group International, Inc. (BYRG) a public traded company located in Texas (BYRG). This is an International company that deals with mining interest around the world. Incorporated here by reference, to be found on www.otcmarkets Posited on, May 30, 2013, Exhibit 10.1, 10,2 & 10.3, Pages 1 to 19.

April 26, 2013, B2 Digital, Inc. receives offer from Inter Global to Purchase Judgment

On April 26, 2013, B2 Digital, Inc. received an offer in the form of a signed letter from Inter Global to purchase an outstanding Judgment against B2 Digital, Inc. , and others. In the offer it is understood that once the assignment of this Judgment has been made to Inter Global will work out a debt conversation with B2 Digital for repayment. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on May 31, 2013, Exhibit 10.1, Pages 2,3,4,5, &6.

Update as to Inter Global for the purchase of the Judgment against B2 Digital, Inc. Inter Global has failed to provide the needed funding for such as purpose. B2 Digital, Inc. has issued to Inter Global Two-Hundred and Fifty Millions (250,000.000) shares of B2 Digital stock under Rule 144 for this purpose and will demand that said shares be returned for the failure of Inter Global to fund the purchase of the Judgment.

May 15, 2013, B2 Digital, Inc. Board of Directors Approved for Paul D.H. LaBarre to Hold Employment in Aramco Land and Minerals, Inc. and to remain as CEO of B2 Digital, Inc.

On May 15, 2013, B2 Digital, Inc. received a request from CEO Paul D.H. LaBarre to be allowed to offer his services to Aramco Land and Minerals AMLI; as an Employee, such as Vice President of Communications to help in the day to day operations. It is also understood that should AMLI decide to move forward into becoming a Public Traded Company that Mr. LaBarre would be of great assistance. Because of the funding options that B2 Digital has supplied to AMLI it was felt that as an employee with the full understanding of Mr. LaBarre relationship to B2 Digital that this would not amount to a conflict of interest. Incorporated herein by reference, to be found on www.otcmarkets.com Posted June 2, 2013, Exhibit 10.1, Pages 2,3 &4. In mid-June this arrangement changed. The AMLI Board felt they had a better source of funding and moved away from a deal with B2 Digital.

Update as to Aramco Land and Minerals, Inc., after working with this company to introduce them to several funding sources, B2 Digital received a letter to discontinue with any further negations on their behalf. It was later learned form the funding source that much of the materials that had been supplied by the management of Aramco Land and Minerals that the funding course could not move forward as to ownership of the land involved. The funding source worked only with land that was in fact owned by the mining group. In the case of Aramco Land and Minerals the land was in fact Federal land under the control of the Burial of Land Management (BLM), the claims were found to be fully owned by Aramco Land and Minerals.

It was then concluded that moving forward with Aramco Land and Minerals would turn out to be a further waste time for the management of B2 Digital; the contacts were involved so advised. For the reasons so stated it is the opinion of the B2 Digital Board of Directors to drop any further involvement with Aramco Land and Minerals.

June 17, 2013, B2 Digital, Inc. through CEO Paul D.H. LaBarre Signs MOU for sale of Palo Verde Mining Project

On June 17, 2013 B2 Digital, Inc. and Palo Verde Sand & Gravel Mining Project entered into a Memorandum of Understanding (MOU) for the sale of the Palo Verde Sand & Gravel Mining Project for Seven (7) Million Dollars. The terms of this MOU a 12% commission will be paid to B2 **Digital, Inc.** for services rendered with this transaction. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on June 24, 2013, Exhibit 10.1, Pages 1 & 2.

After many discussions and meeting with the owners of Palo Verde Mining property; only one investor seems to have the ability to move this project forward. A letter of intent has been worked out and the offer is in the hands of the Investor and the owners. This is a very long project and will require additional efforts of the part of B2 Digital, Inc. management to finalize. As this project moved forward additional reports will be provided to the B2 Digital Board of Directors.

December 17, 2013, B2 Digital, Inc. Board of Directors voted to removed Wyndam Media Group Investor Relations

On December 17, 2013, the B2 Digital, Inc. Board of Directors voted to removed Wyndam Media Group the Investor Relations for B2 Digital, Inc. it was felt by the Board of Directors that Wyndam Media Group had failed to totally support B2 Digital, Inc. s making direct contact seemed to have been lost. The phone at Wyndam Media Group never seemed to be answered when a call was made to it. It was felt by the Board of Directors that a better group could be found and so authorized CEO Paul D.H. LaBarre to find such a group and to work out the details. It was further authorized by the Board of Director that restricted common stock under rule 144 could be used for payment with a new investor relations group. Until such a contact was made and the details worked out it was further felt that Chairman Rodney P. Hunt and CEO Paul D.H. LaBarre could handle all of the current questions that would come up for investors purposes.

CEO Paul D.H. LaBarre will research several Investor Relations groups for one that will fit the needs of B2 Digital. CEO Paul D.H. LaBarre will in turn make a report from time to time to the Board of Directors as to which group and or groups that he feels will be useable.

Business of Castle Creek International Corporation.
Castle Creek International Corporation has many contacts in the mining world to include China, Canada, South America, North America and South Africa. Castle Creek International Corporation will shortly open a division that will handle commercial and residential mortgages. The Company also has a division that does lead generation. It is expected that shortly all of the IR work from B2 Digital will be handled by Castle Creek International Corporation. Incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on, January 18, 2011, disclosure, Exhibit 10.3, page 6.

Risk Factors-Summary

The value of our Castle Creek Silver, Inc. is subject to fluctuations in the market price of minerals. Our profitability is subject to demand for materials such as gold, silver and copper. We may not have sufficient funds to complete further exploration and development programs. We would need additional funds to develop any material deposits for commercial production. Factors beyond our control may determine whether any mineral deposits we discover are sufficiently economic to be developed into a mine. We require licenses and permits to operate our business which we may not be able to obtain. There are

risks associated with mineral exploration that may adversely affect our ability to undertake planned operations. There is uncertainty of mineralization

estimates. Our operations make us susceptible to environmental risks. There is no guarantee that legal title to the property in which we have an interest will not be challenged. Mineral exploration and mining activities require compliance with a broad range of law and regulation violation of which can be costly.

Land reclamation requirements for exploration properties may be burdensome. We face industry competition for the acquisition of mining properties and the recruitment and retention ofqualified

Under the WiMax project we have an installation cost that should provide up to 80% of the total cost. Our main research will deal with a best product line for the best cost comparison.

B2 Digital will be purchasing WiMax equipment for advancement of the Wireless network. The customer will cover the basic cost of installation. The distribution of the Network system will require minor capital outlay.

With the joint venture with SSM Media Ventures additional personal will be required. As this venture continues more technical and software involvement will take place from B2 Digital staff. Use of the B2 Digital Pay-Per View software will allow better scheduling for a Television Network.

ITEM IV: MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Company Overview-Plan ofOperation

B2DIGITAL COMPANY OVERVIEW June 30, 2014

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital has also recently ventured into the mining industry. B2 Digital through Hotel Movie Network, Inc. has installed approximately 50,000 hotel rooms, which consist of contract rights of Hotel Movie Network with Pay Per View and Cable/Satellite access, and associated hardware and peripherals. B2 Digital has primarily provided services under long-term contracts. B2 Digital through Hotel Movie Network, Inc. platforms provided for in room viewing of select cable channels (such as HBO, ESPN and CNN) and other interactive and information services, plus high-speed wireless Internet access.

Currently B2 Digital has changed it format to move into the Media world to provide full time 24 hour viewing of programming to be produced by SSM Media Ventures, Inc. under the label of The Real Hip Hop network (RHN). It is the desire of B2 Digital Board of Directors in moving the Company forward. That a full time 24 x 7 TV network be created. Under the management of the new formed Board of Directors this is the avenue to beperused.

In the change in B2 Digitals approach to the Media world; B2 Digitial is working to concentrate on the use of data in this fast moving world. Through the many contact such as transparent Video a new age in transportation of data is coming to light. The long time use of the Satellite as a transportation media will soon become a method of the past and only used for backup systems. The Internet has grown more and more relay able and in a short time hs become far more cost effect for use in delivering the data needed in the Media world of tomorrow. By use of this type of technology the younger generation has tuned to the Smart phone for their source of media information. B2 Digital believes that this is the opportunity of today and tomorrow.

With the correct development B2 Digital will archive the ability to send multi programs through the internet into the rural area with a far more costly approach of delivery. In delivering any type of a product to the rural areas that cost has always been too far out of reach to make the needed profit to keep a company in business. As this type of delivery technology is developed this will all change the face of rural America.

NEW DIRECTION-ACQUISITION OF OWNERSHIP IN "THE REAL HIP HOP NEWORK", OWNERSHIP IN RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA.

"The Real Hip Hop Network" is a 24 hour Premium" cable television network that has the ability to have a worldwide distribution to the 18-34 year old Hip Hop purist. It is felt with a merger of this type that the benefit to the shareholder can been seen in a raise in stock value. It is the hope of B2 Digital that through this investment other opportunities will be provided such as the production of a reality TV show to be negotiated about the World of Mining. Another opportunity could be that of Kids Hip Hop TV; currently a production that is being considered by several members of the B2 Digital staff. Sino-Can" (Sino-Canada) working in conjunction with "Castle Creek International Corporation will bring to B2 Digital shareholder another opportunity for value in the minerals that become available from the claims currently held. B2 Digital is further continuing to develop other areas of opportunity. By working with several rural communities it is our desire to offer High-Splinternets and possibly telephone to many under serviced communities. WiMax is standards-based technology enabling the delivery of last-mile wireless.

In this last mile of Wireless technology and the changes that are being made in the delivery format; packages of video services will also be more available. The use of ground based technology vs. Satellite delivery will make the cost to the rural areas far more cost effective with the use of broadband access. WiMax continues to be one of the most talked about and highly anticipated technology developments in the wireless industry-a sector that's seen more than its share of well-hyped initiatives in recent years. In terms of hype cycles, WiMax may actually be eclipsing some of the industry's earlier technologies, primarily because it is viewed as a key for the future convergence of wireless and wire line networks, in addition to promising advancement for broadband wireless services and applications. Worldwide sales of WiMax products have been miniscule so far, but the true test of its potential is about to commence, now that the standards-compliant products are hitting the market for deployment in real commercial networks. B2 Digital has researched this area and found that over 100,000 homes in rural areas of Arizona that are without real Internet service. In many cases the cost to those that do have service reaches $100.00 per month for service suchas

DSL. In most cases dial-up is all that is available from the local phone provider. In the case of Satellite Delivery the cost has always been out of reach. B2 Digital owns one patent, registered in the Dominican Republic for video technology. It also owns through the acquisition of Hotel Movie Network various trade names, trademarks, service marks to be actively protected. B2 Digital has further invested funds in B2 Networks which was founded in 2003. B2 Networks now has two broadcast options, B2 PPV TV and B2 Cable. B2 Networks offers Niche Quality Content with select accounts that include NCAA, NAIA and 150 professional sports teams. Currently with 175,000 registered consumers/users growing at 25% annually. It is believed by B2 Digital that there is a need for an alternate route to create and distribute content other than through conventional TV and cable. Through investment of this type it is the desire of B-2 Digital to bring to our shareholders a strong return on their investment.

With the many areas of development that B2 Digital is currently involved in it is our desire to become the peoples' choice by offering the ultimate experience at a reasonable price for entertainment, communications and all broadband services. We will always value our customer's needs and requests, while balancing the requirement to meet our financial responsibility. Our focus will be greater than customer service; it will be on serving the customer.

ITEM V: LEGAL PROCEEDINGS:

Two members of the B2 Digital Board of Directors have had a type of conviction in the past five years. B2 Digital through Hotel Movie Network worked out a Settlement Agreement with DirecTV over a Transport Issue. This Settlement was turned into a Judgment as the Company had been unable to make payments that had been agreed upon in the settlement. To date Paul LaBarre and Ernest McKay and has paid Two-Hundred & Forty-Two thousand dollars off the judgment by DirecTV. Ernest McKay has been released from the Judgment. Hotel Movie Network has been dissolved.

ITEM VI: DEFAULT ON SENIOR SECURITIES:

There have been no Defaults on Senior Securities in this quarter.

ITEM VII: OTHER INFORMATION:

i. B2 Digital is a Delaware corporation
Incorporated: June, 2004 File Number 3813471

ii. Share Structure – Title And Class of Securities Outstanding Common Stock, CUSIP 11777J304 (176), Trading symbol BTDG.PK

iii. Description of Securities
Domestic

iv. Business Information
Transfer agent is registered under the Exchange Act
Manhattan Transfer Registrar Company
57 Eastwood Road
Miller Place, New York 11764
Phone: 631-828-8234
Fax: 631-928-6171

v. Fiscal year end date: March 31

vi. Bankruptcy, etc. No.

vii. Sale of assets, etc. Yes

viii. Defaults – No

ix. Major change of control refer to non-board persons with control listed herein and by reference, to be found on www.otcmarkets.com Posted on June 30, 2010, Annual Report, page 4 & 5.

x. No increase of outstanding equity securities

xi. Merger: Currently B2 Digital, Inc. is in several discussions, however at this time nothing has been finalized

xii. DE-listed from Bulletin Board for 3 late filings. BTDG prepared and submitted all information in a timely manner, however, the auditing firm of Moore and Associates failed to complete our financials in a timely manner. The PCAOB has subsequently revoked the registration of Moore because of violations of PCAOB rules and auditing standards in auditing the financial statements, PCAOB rules and quality controls, standards, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 there under and non-cooperation with a Board investigation. We are currently engaging a new PCAOB approved auditing firm.

xiii. Yes **legal proceedings** – Two Members of the B2 Digital Board of Directors has had a type of conviction in the past five years. B2 Digital through Hotel Movie Network worked out a Settlement Agreement with DirecTV over a transport issue. This settlement was turned into a Judgment as the Company has been unable to make the payment that had been agreed upon in the settlement. To date Paul LaBarre and Ernest McKay have paid several thousand dollars off the Judgment by DirecTV. At this point Ernest McKay has been released from the Judgment. Hotel Movie Network as a company been dissolved.

xiv. SIC Code – 4841 NACIS codes: 237130: 515210:516110

xv. We are currently conducting operations.

xvi. We are not a shell company

xvii. Subsidiary – B2 Networks – not included in financial statements. Internet broadcasting of sporting events on the Internet.

xviii. Real Hip Hop Network – not included in financial statements. Television Hip Hop programming to be broadcast in 2014.
Sino-Can Industrial Holdings, LLC, - not included in financial statements. Corporation held in HG for importing and exporting into China.

xix. We see no effect of existing or probable governmental regulations on our businesses.

xx. We have spent $111,368.34 on research and development during the past three years. The cost has been borne by the company.

xxi. There is no cost to comply with local, state and federal laws because of this there has been no effect on the company.

xxii. There are 3 full time employees.

xxiii. Top Twelve Shareholders of common Stock as of 06-30-14: Information provided by Manhattan Transfer Registrar Company. Information carried over from 2013 as there have been no material changes made during the past 3 month of this reporting period.

	Name	Shares	Ownership%
1.	Paul D.H. LaBarre	619,149.167	19.228%
2.	Real Hip Hop Network	500,000,000	15.528%
3.	Robert Russell	400,000,000	12.4227%
4.	Tamara J. Hunt	400,000.000	12.422%
5.	T.S. McDermott	400,000,000	12.422%
6.	Coast Communications, Inc.	220,000.448	6.832%
7.	Stephane Lablanc	200,000.000	6.211%
8.	Marcia A. Pearlstein	100,264.021	4.082%
9.	Wilma Saint Louis	95,000.000	2.950%
10.	United Business Services, Inc.	2,312.750	0.072%
11.	Andy Gerogens	2,080,000	0.0113%
12.	International Cable Equipment	500,000	0.027%

Current Reporting Obligations

Important: The following is a description of events that may be material to the issuer and its securities and that shall be made publicly available by the issuer. Persons with knowledge of such events would be considered to be in possession of material nonpublic information and may not buy or sell the issuer's securities until or unless such information is made public.

If not included in the issuer's previous public disclosure documents or if any of the following events occur after the publication of such disclosure documents, the issuer shall publicly disclose such events by disseminating a press release within 4 business days following their occurrence, and posting such press release through the OTC Disclosure and News Service:

1. **Entry into a Material Definitive Agreement**.

(a) If the issuer has entered into a material definitive agreement not made in the ordinary course of business of the issuer, or into any amendment of such agreement that is material to the issuer, the issuer shall disclose the following information:

The Company has not entered into any new materials definitive agreement other than those reported during this reporting period.

(b) A "material definitive agreement" means an agreement that provides for obligations that are material to and enforceable against the issuer, or rights that are material to the issuer and enforceable by the issuer against one or more other parties to the agreement, in each case whether or not subject to conditions.

2. **Termination of a Material Definitive Agreement**.

(a) If a material definitive agreement which was not made in the ordinary course of business of the issuer and to which the issuer is a party is terminated otherwise than by expiration of the agreement on its stated termination date, or as a result of all parties completing their obligations under such agreement, and such termination of the agreement is material to the issuer, the issuer shall disclose the following information:

The Company has not terminated any material definitive agreement.

(1) the date of the termination of the material definitive agreement, the identity of the parties to the agreement and a brief description of any material relationship between the issuer or its affiliates and any of the parties other than in respect of the material definitive agreement;

Not Applicable

(2) a brief description of the terms and conditions of the agreement that are material to the issuer;

Not Applicable

(3) a brief description of the material circumstances surrounding the termination; and

Not Applicable

(4) any material early termination penalties incurred by the issuer.

Not Applicable

3. **Completion of Acquisition or Disposition of Assets, Including but not Limited to Mergers.**

If the issuer or any of its majority-owned subsidiaries has completed the acquisition or disposition of a significant amount of assets, otherwise than in the ordinary course of business, the issuer shall disclose the following information:

(a) the date of completion of the transaction;

Not Applicable (b) a brief description of the assets involved;

Not Applicable

(c) the identity of the person(s) from whom the assets were acquired or to whom they were sold and the nature of any material relationship, other

than in respect of the transaction, between such person(s) and the issuer or any of its affiliates, or any director or officer of the issuer, or any associate of any such director or officer;

Not Applicable

(d) the nature and amount of consideration given or received for the assets and, if any material relationship is disclosed pursuant to paragraph 3(c) above, the formula or principle followed in determining the amount of such consideration;

Not Applicable

(e) if the transaction being reported is an acquisition and if any material relationship is disclosed pursuant to paragraph 3(c) above, the source(s) of the funds used; and

Not Applicable

(f) if the issuer was a shell company, as that term is defined in paragraph 3 of Item VIII.B of these Guidelines, immediately before the transaction, the information that would be required if the issuer were fulfilling its Initial Disclosure Obligations pursuant to Section One of these Guidelines, with such information reflecting the issuer and its securities upon consummation of the transaction.

Not Applicable

4. **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of an Issuer.**

The Company has not created direct financial obligation or an obligation under an Off-Balance Sheet Arrangement of an Issuer.

(a) If the issuer becomes obligated on a direct financial obligation that is material to the issuer, the issuer shall disclose the following information:

(1) the date on which the issuer becomes obligated on the direct financial obligation and a brief description of the transaction or agreement creating the obligation;

Not Applicable

(2) the amount of the obligation, including the terms of its payment and, if applicable, a brief description of the material terms under which it may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties; and

Not Applicable

(3) a brief description of the other terms and conditions of the transaction or agreement that are material to the issuer.

Not Applicable

(b) If the issuer becomes directly or contingently liable for an obligation that is material to the issuer arising out of an off-balance sheet arrangement, the issuer shall disclose the following information:

(1) the date on which the issuer becomes directly or contingently liable on the obligation and a brief description of the transaction or agreement creating the arrangement and obligation;

Not Applicable

(2) a brief description of the nature and amount of the obligation of the issuer under the arrangement, including the material terms whereby it may become a direct obligation, if applicable, or may be accelerated or increased and the nature of any recourse provisions that would enable the issuer to recover from third parties;

Not Applicable

(3) the maximum potential amount of future payments (undiscounted) that the issuer may be required to make, if different; and

Not Applicable

(4) a brief description of the other terms and conditions of the obligation or arrangement that are material to the issuer.

Not Applicable

5. **Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The Company has not had any triggering events that accelerate or increase a direct financial obligation or an obligation under an Off-Balance Sheet Arrangement.

(a) If a triggering event causing the increase or acceleration of a direct financial obligation of the issuer occurs and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the agreement or transaction under which the direct financial obligation was created and is increased or accelerated;

Not Applicable

(2) a brief description of the triggering event;

Not Applicable

(3) the amount of the direct financial obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

Not Applicable

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the direct financial obligation.

Not Applicable

(b) If a triggering event occurs causing an obligation of the issuer under an off-balance sheet arrangement to increase or be accelerated, or causing a contingent obligation of the issuer under an off-balance sheet arrangement to become a direct financial obligation of the issuer, and the consequences of the event are material to the issuer, the issuer shall disclose the following information:

(1) the date of the triggering event and a brief description of the off-balance sheet arrangement;

Not Applicable

(2) a brief description of the triggering event;

Not Applicable

(3) the nature and amount of the obligation, as increased if applicable, and the terms of payment or acceleration that apply; and

Not Applicable

(4) any other material obligations of the issuer that may arise, increase, be accelerated or become direct financial obligations as a result of the triggering event or the increase or acceleration of the obligation under the off-balance sheet arrangement or its becoming a direct financial obligation of the issuer.

Not Applicable

(c) A "triggering event" is an event, including an event of default, event of acceleration or similar event, as a result of which a direct financial obligation of the issuer or an obligation of the issuer arising under an off-balance sheet arrangement is increased or becomes accelerated or as a result of which a contingent obligation of the issuer arising out of an off-balance sheet arrangement becomes a direct financial obligation of the issuer.

Not Applicable

6. Costs Associated with Exit or Disposal Activities.

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, commits the issuer to an exit or disposal plan, or otherwise disposes of a long-lived asset or terminates employees under a plan of termination described in paragraph 8 of the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 146, "Accounting for Costs Associated with Exit or Disposal Activities", under which material charges will be incurred under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

None

(a) the date of the commitment to the course of action and a description of the course of action, including the facts and circumstances leading to the expected action and the expected completion date;

Not Applicable

(b) for each major type of cost associated with the course of action (for example, one-time termination benefits, contract termination costs and other associated costs), an estimate of the total amount or range of amounts expected to be incurred in connection with the action;

Not Applicable

(c) an estimate of the total amount or range of amounts expected to be incurred in connection with the action; and

Not Applicable

(d) the issuer's estimate of the amount or range of amounts of the charge that will result in future cash expenditures.

Not Applicable

7. Material Impairments.

If the issuer's board of directors, a committee of the board of directors or the officer or officers of the issuer authorized to take such action if board action is not required, concludes that a material charge for impairment to one or more of its assets, including, without limitation, impairments of securities or goodwill, is required under generally accepted accounting principles applicable to the issuer, the issuer shall disclose the following information:

The Company has no material impairments.

(a) the date of the conclusion that a material charge is required and a description of the impaired asset or assets and the facts and circumstances leading to the conclusion that the charge for impairment is required;

Not Applicable

(b) the issuer's estimate of the amount or range of amounts of the impairment charge; and

Not Applicable

(c) the issuer's estimate of the amount or range of amounts of the impairment charge that will result in future cash expenditures.

Not Applicable

i. **Sales of Equity Securities.** If the issuer sells equity securities in a transaction that has not been previously described in any prior disclosure statement, the issuer shall provide the information required by Item 17 of Section One of these Guidelines with respect to any such securities offering(s).

A Share Exchange was approved with Mt. Dora Estates; but the issuance of shares has not has taken place during this reporting period. It now appears that this exchange will not take place as the funding source that B2 Digital and Mt. Dora Estates; was working has failed to provide the needed funding.

ITEM VIII. EXHIBITS:

ii. B2 Digital's Articles of Incorporation and Bylaws, which are incorporated herein by reference, can be found on. www.otcmarkets.com Posted on September 25, 2009

ITEM IX. ISSUER'S CERTIFICATE

I, Paul D.H. LaBarre, to the best of my ability certify that:

1. I have reviewed this disclosure statement dated June 30, 2014, of B2 Digital Corporation:
2. Based on my current knowledge, this disclosure statement does not contain any untrue statements of material fact or omit to state material fact necessary to make statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statements; and
3. Based on my current knowledge, the financial statements, other information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure document.

Dated: June 30, 2014

/s/ Paul D.H. LaBarre

Paul D.H. LaBarre, C.E.O.