ISSUER YEAR-END 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		**CUSIP**
84-0916299	11777J304 (176)	BTDG

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 YEAR-END REPORT

March 31, 2013

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)

ITEM II: **ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

1030 S. Mesa Drive Web: b2digital.us

Mesa, Arizona 85210

Investor Relations: Wyndam Media Group Web: www.wyndammediagroup.com

% Mick Bizsuly E-Mail: mickespn@alo.com

1035 Country Club Drive, Suite 206

Maragte, Fl. 33063 Phone: 1-954-513-7911

ITEM III: **JURISDICTION AND DATE OF THE ISSUER'S INCORPORATION**

Delaware, June 3, 2004 File Number: 3813471

PART B **SHARE STRUCTURE**

ITEM IV: **TITLE AND CLASS OF SECURTIES OUTSTANDING**

Common Stock, CUSIP 11777J304 (176), Trading symbol BTDG

ITEM V: **DISCRIPTION OF SECURITIES**

Domestic

Common Stock traded under the symbol of BTDG $0.01 per value per share

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

As of March 30, 2010 the Issuer had 1,837,379.018 shares issued and outstanding. As of March 31, 2011, the Issuer has 3,220,023,638 shares of Common Stock issued and outstanding. As of March 31, 2012, the Issuer has 4,219,867,388 shares of Common Stock issued and outstanding. As of March 31, 2013, the Issuer has 4,219,867,388 shares of Common Stock issued and outstanding. (See Exhibit i)

	# Of Shares Authorized	# of Shares Outstanding	Freely tradable shares	# of beneficial shareholder	# of shareholders	Active
March 31, 2013	5,000,000,000	4,219,867,388	1,104,945,242	9	435	435
March 31, 2012	**5,000,000,000**	4,219,867.388	1,104,945,242	9	435	435
March 31, 2011	5,000,000,000	3,220,023,638	904,945,243	9	465	435
March 31, 2010	5,000,000,000	1,837,379,018	36,988,758	19	454	429
March 30, 2009	5,000,000,000	26,979,018	1,819,020	3	439	439

Part C **BUSINESS INFORMAITON**

ITEM VII: Transfer Agent is registered under the Exchange Act.
Regulatory authority is the Securities and Exchange Commission

Manhattan Transfer Registrar Company 57 Eastwood Road
Miller Place, New York 11764

Phone: 631-828-8234
Fax 631-928-6171

ITEM VIII: 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. effective January 12, 2005, we amended our Certificate of Incorporation to increase our authorized common stock to 900,000,000 shares of common stock and to authorize 50,000,000 shares of preferred stock, which may be designed in series at the discretion of the board of directors. 2,000,000 shares of preferred stock have been designated as Series A Convertible Preferred Stock.

Effective September 20, 2005, we amended our Certificate of Incorporation to increase our authorized common stock to 5,000,000,000 shares of common stock,$.00001 par value of preferred stock to $.00001. Subsequently, on June 16, 2006, we amended our Certificate of Incorporation to affect a reverse split of our common shares in a ratio of one new share for every one thousand (1,000) existing shares.

On September 2002, we entered into a Letter of Intent with Coast Communications, Inc. for the acquisition of the assets of privately held Hotel Movie Network, Inc. a Nevada Corporation domiciled in Mesa, Arizona. March 2003, the Company entered into an agreement to purchase the assets of Hotel Movie Network, Inc. which made B-2 Digital a supplier of Video On Demand ("VOD") and Satellite Guest Entertainment systems to the mid-market hospitality industry. The transaction closed on August 1, 2003.

Through the purchase of assets of Hotel Movie Network, we are 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.

On March 6, 2004, B2 Digital entered into a Letter of Agreement with B-2 Networks, LLC, whereby B-2 Networks would provide data center facilities, management systems for video and set top services and assist with operating the B2 Digital services. On April 23, 2004, B-2 Digital agreed to purchase 20% of B-2 Networks, LLC. Exchange for 1,667,667 shares of common stock and $500,000. On August 2004, we amended this agreement to reduce the amount of purchase to 10% of the LLC in exchange for $200,000 and 2,667,000 shares of common stock.

In June 2004, the Company entered into a strategic alliance agreement with Powerlinx and Choice Hotels International, one of the largest hotel franchise companies in the world with more than 5,000 hotels, Inns, all-suite hotels and resorts open and under development in 44 countries under the Comfort Inn, Comfort Suites, Quality, Clarion, Sleep Inn, Rode way Inn, Econo Lodge and Main Stay brand names.

Pursuant to the agreement, B-2 Networks and B2 Digital were supplying Point-to-Point Wireless Local Loop Internet connectivity in each hotel room through the B2 Wireless Access Point (B2WAP) which will connect to the in-room Hotellinktv.com for laptop users and B2 Digital TV set top box hand held remote control for in- room television. These products allowed Powerlinx to market a large variety of in-room digital services, which include making airline reservations, ordering pizza, event ticketing, and transportation services, along with Hollywood movies, sports and live events, and distinct genres of Pay-Per-View content. We were also actively marketing the B-2Wao service and the B2 Digital TV Broadband Set Top Television System with complete Hotel and MDU Connectivity products through our business-to-business marketing partner, Powerlinx, Inc. In January 2006 B2 Digital decided to terminate this agreement and the B2 Digital TV services as it was not generating revenue and was not viable to continue. In September of 2005 our President Paul D.H. LaBarre was promoted to Chief Executive Officer (C.E.O.). Mr. LaBarre worked with the Board to clean up all outstanding past debts and to make the company more profitable for theshareholders.

During the middle of 2007 it was determined that B-2 Digital should remove the company from the Bulletin Board because of the failure of the accounting firm, Moo re and Associates, that was hired to file the reports in a timely manner. Working with legal counsel it was determined to be in the best interest of the Company to move to non-reporting Pink Sheets for a period of time to cut costs and reorganize the overall operation of B-2 Digital. It was also felt that several outstanding debts needed to be resolved before moving forward.

Continuing through 2007 and into 2008 our research teams worked to develop a new Digital Video On Demand server. The main interest in this project was to be able to continue using the older model set tops. By early 2008 this was accomplished. Several outstanding debts were resolved by the issuance of restricted common stock under Rule 144. In 2007 the Company showed a profit of $11,000.00 and in 2008 a profit of $16,000.00. With the clean up under way in 2009 the Board of Directors felt it was time to start looking for a merger with another entity. This brings B-2 Digital to date as we move forward in the operation of a WiMax wireless Internet system and with the merger of Mob Candy Corporation.

With the WiMax wireless Internet system the major experience and technology of B2 Digital will come into play and give the Company a great advantage over all of the competitors. The merger of Mob Candy Corporation will allow for additional revenue to offset the different seasons for rural areas with the Wireless network services. The combination should bring B2 Digital well into the Media World with Superior technology.

B2Digital, Inc. is 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 on-line publishing industry. B2Digital 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 primarily provides 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.

ON NOVEMBER 9, 2009, B2 DIGITAL, INC. - NEW DIRECTION – ACCQUISTION OF MOB CANDY ENTERPRISES AN ON-LINE MAGAZINE AND PROVISION OF RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA.

Mob Candy Enterprises, Inc. is the publisher of the fast growing, trendy Mob Candy Magazine, an entertainment publication oriented towards both male and female readers. It commits its readers to a certain style and quality in all aspects of their lives, providing probing articles and interviews with personalities from movies, politics, art, books, travel, technology and sports. The magazine has worldwide distribution and in combination with the website expresses attention-grabbing libertarian points of view and street wise commentary from communities around the nation which express the current feelings on political and social issues that its readers face day to day. The website is Mobcandymag.com the production of a reality TV show is currently in negotiation. **As of November 15, 2010 B2 Digital, Inc. had not been able to finalize this merger. The final negotiations have not been finalized so B2 Digital, Inc. has been forced to with draw the Merger offer.** Incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on November 15, 2010, disclosure, Exhibit 10.1, on page3.

IN MARCH OF 2010, B2 DIGITAL, INC. ENTERED INTO A SHARE EXCHANGE WITH CASTLE CREEK SILVER ALLOWING ACCESS INTO THE DEVEOPMENT OF MINING PROPERTIES.

Business of Castle Creek Silver, Inc.
Castle Creek Silver, Corp. is a mid-tier silver producer through as aggressive acquisition and development plan focused on advanced-stage projects with know silver resources exhibiting potential for expansion. Castle Creek Silver is primarily focused on pursuing early and advanced stage silver-based opportunities in North America, South America, and Mexico. Castle Creek Silver, Inc. is a private company incorporated on June 30,2008, in the State of Idaho. In March 2010 a Share Exchange Agreement with B2 Digital, Inc. which, subject to an escrow agreement, will result in B2 Digital, Inc. owning one hundred percent of the Castle Creek Silver, Inc. outstanding common shares.

The primary objective of the Company is to conduct exploration and if warranted, development on the Company's precious and base metal projects. Castle Creek Silver's strategy is twofold. First, we intent to acquire high-grade gold-silver properties that may be attractive to potential joint venture partners. Second, we intent to acquire projects that are adjacent to mines that are in production or under development because of mineral deposits tend to occur in clusters. This is known as "head frame exploration". We intend to capitalize on these cost-effective types of opportunities should they become available. **Because of failures on the part of "Castle Creek Silver" to deliver a true stock certificate, B2 Digital Board of Directors cancelled the "Share Exchange Agreement". With the Cancellation of the "Share Exchange Agreement" all shares involved in this transaction were returned to the treasury.** Incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on January 18, 2011, disclosure, Exhibit 10.1, page 3.

ON JANUARY 7, 2011, B2 DIGITAL, INC. ENTERED INTO A SHARE ECHANGE AGREEMENT WITH THE REAL HIP HOP NETWORK (RHN).

Business of the Real Hip Hop Network.

RHN the Real Hip Hop Network is the first 24 hour PREMIUM cable network dedicated exclusively to the hip hop lifestyle and culture. Many believed, like in the early days of Rock n Roll, that hip hop was a fad. Those misconceptions have all but been destroyed. Hip Hop, 30 years later, has grown stronger than ever before, becoming the music of the world's youth. Rap music has become a genre old enough and strong enough to claim a stake in the lucrative cable television market. The perfect time for The Real Hip Hop Network has arrived! RHN is here to redefine the way the world sees the music, its culture, and the people who love it. The Real Hip-Hop Network's core focus is on the 18-34 year old Hip Hop purist, who embraces the true essence of the art form. The programming will stem from hip-hops foundation in the four core elements, Breaking, Rapping, Dee-jaying and Urban Art. Incorporated herein by reference, to be found on www.otcmarkets.co m. Posted January 8, 2011, disclosure, Exhibit 10.1 & 10.2, page 3 & 6.

ON JANUARY 13, 2011, B2 DIGITAL, INC. ENTERED INTO A SHARE EXCHANGE AGREEMENT WITH CASTLE CREEK INTERNATIONAL CORPORAITON.

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 January 18, 2011, disclosure, Exhibit 10.3, page 6.

ON JANUARY 19, 2011, B2 DIGITAL, INC. APPROVED THE PURCHASE OF 38 MINING CLAIMS IN THE COURVILLE TOWNSHIP, QUEBEC, CANADA.

Assets added to B2 Digital, Inc.

On October 11, 2010 B2 Digital, Inc. entered into an "Asset Purchase Agreement" with Stephane Lablanc of Firma Gold, Inc. for the purchase of 38 mining claims in the Courville Township, Quebec, Canada for two payments of $30,000 due within a reasonable time period. The funding for this project was to come from a One- Million dollar debenture with CBD Group. The CBD Group was not able to fund the debenture and on November 15, 2010 the Board of Directors voted to cancel this debenture. Because of the cancellation of the debenture the purchase of the 38 mining claims was not finalized. During the next three months B2 Digital continued to negotiate with Stephane Lablanc to finalize this "Asset Purchase Agreement' in another manner. On January 19, 2011 B2 Digital signed a new "Purchase Agreement for 38 Claims" in exchange for 300 Million shares of restricted common stock under Rule 144, On January 24, 2011 the Board of Directors issued Resolution for the issue of 200 million shares of restricted common stock under Rule 144 for the "Purchase Agreement of 38 Claims" as listed in the agreement. Incorporated herein by reference to be found on. www.otcmarkets.com. Posted on January 24, 2011, disclosure, Exhibit 10.1 & 10.2, page 2 & 7.

ON FEBRUARY 14, 2011, B2 DIGITAL, INC. FINALIZED THE POURCHASE OF SION-CAN INDUSTRIAL HOLDING GROUP, LTD.

About Sino-Can Industrial Holding Group, LTD.

Paul LaBarre opened the negotiations with Mr. Louis, President of Sino-Can Industrial Holdings, LTD as it was understood that a closing of finance for the offer that had been made to B2 Digital earlier could not be finalized until early summer and perhaps even later in the year. With this information in hand Paul LaBarre mentioned the option that had been put together with the discussions of several shareholders. In the negotiations is that Sino-Can Industrial Holding, LTD was in fact a wholly owned subsidiary of "Sino-Can Investment Group Company". This being the case Paul LaBarre made an offer to purchase 95% of Sino-Can (Sino-Canada) for 95 million shares of B2 Digital common stock under Rule 144. Mr. Louis would retain 5% of Sino-Can (Sino-Canada) and represent B2 Digital in the China markets. Sino-Can (Sino-Canada) will be placed with the 38 mining claims that were purchased from Firma Gold (Stephane Lablanc.). Incorporated herein by reference, to be found on. www.otcmarkets.com. Posted on February 26, 2011, disclosure, Exhibit 10.2 & 10.2, page 5 & 14

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B2 DIGITAL, INC. BOARD OF DIRECTORS ACCEPTS RESIGNATION OF ROBERT RUSSELL

About Robert Russell's resignation.

The Board of Directors of B2 Digital accepted the resignation of Robert Russell as Chairman of the Board and Director of B2 Digital, with the effective date of July 31, 2011. Mr. Russell has many other endeavors that require more of his time and he intends to spend more time with his family. Over the past several years Mr. Russell has always been a valued member of the B2 Digital Board of Directors. Incorporated hereby reference, to be found on, www.otcmarkets.com. Posted August 12, 2011, disclosure Exhibit 10.1, page 2.

B2 DIGITAL BOARD OF DIRECTOR MAKES CORRECTION FOR DATES ON LETTERS OF RESIGNATION OF ROBERT RUSSELL AND MARCIA PEARLSTEIN

About corrected dates for letters of resignation of Robert Russell and Marcia Pearlstein.

In both cases the resignations were effective as written, however on the top of each letter is where the dates are in correct. On Mr. Russell's letter the date at the top of the page was listed as "31 July 2010"which is in correct and the date as corrected is "31 July 2011". On Ms. Pearlstein's letter at the top of the page was listed as "31 July 2010", which is in correct and the date corrected is "13 April 2011". In both cases the corrections are being made to make the record correct. Incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on, August 17, 2011, disclosure 10.1, page 2 & 10.2, page3.

B2 DIGITAL BOARD OF DIRECTOR HAS RECEIVED THREE LETTERS FROM ROBERT RUSSELL RESOLVING OUTSTANDING ISSUES.

About resolving three issues with Robert Russell.
The first deals with past salary as Chairman of B2 Digital and as a Director. B2 Digital has agreed to exchange with Mr. Russell 232,000,000 shares of restricted common stock under Rule 144 for outstanding salary up and through July 2011. The second issue deals with Mr. Russell's 900,000 shares of Series Stock. Mr. Russell has agreed to convert 700,000 shares of Series A stock to common stock at a conversion of 240 to one equal to 168,000,000 shares of common stock. This will make the total issue for both transactions equal to 400,000,000 shares of common stock under Rule 144. The third issue was an offer from B2 Digital to Mr. Russell to remain working with B2 Digital as a consultant. All three issues have been resolved and accepted by both B2 Digital and Mr. Russell. Incorporated herein by reference to be found on, www.otcmarkets.com Posted August 18, 2011, disclosure 10.1., page 1, 10.2, page 2, 10.3, page 3.

B2 DIGITAL BOARD OF DIRECTOR AND MAJOR SHARESHOLDERS HAVE APPROVED THE SHARE EXCHANGE OF CASTLE CREEK INTERNAITONAL, INC. TO BECOME AA FULLY OWNED SUBSIDARY OF B2 DIGITAL.

About Castle Creek International, Inc.
On August 18, 2011, the Board of Director approved a second share exchange with "Castle Creek International, Inc." for the additional 50% of common shares to complete 100% ownership in Castle Creek International, Inc. to become a fully owned subsidiary of B2 Digital. At special Shareholders, meeting with over 60% of the voting stock involved it was approved for this Share Exchange. Incorporated herein by reference to be found on, www.otcmarkets.com Posted August 24, 2011, disclosure 10.1, page 1, 10.2, page 4.

B2 DIGITAL BOARD OF DIRECTOR AND MAJOR SHAREHOLDERS HAVE APPROVED THE SETTLEMENT OF DEBT WITH COAST COMMUNICATIONS, INC. About Settlement with Coast Communications, Inc. **The Board of Directors of B2 Digital in March of 2003 approved a "Master Purchase Agreement" between then "Telecommunication Products, Inc." (Of which later became B2 Digital). In the Master Asset Purchase agreement 1,000,000 shares of Series A Preferred shares were to be paid to Coast Communications, Inc. as a part of the purchase price. Other areas of the agreement have been settled over the past many years; however the total payment of Series A was not possible until Series A shares were returned to the treasury. With the issuance of 700,000 shares of Series A, to Coast Communications, Inc.; one more outstanding debt of the Company has been resolved. Incorporated herein by reference to be found on, www.octmarkets.com Posted on August 26, 2011, disclosure 10.1, page 10.2, page 3, 10.3, page 16.**

B2 DIGITAL BAORD OF DIRECTOR AND MAJOR SHAREHOLDERS HAVE APPROVED THE SETTLEMENT OF OUTSTANDING SALARY AND CONVERSION OF SERIES A PREFERRED STOCK TO COMMON FOR ROBERT RUSSELL.

About Settlement of outstanding Salary and Conversion of Series A Preferred Stock to Common for Robert Russell.
On August 20, 2011, under BOD Resolution with 60% of the shareholder, approved the settlement of outstanding salary and conversion of 700,000 shares of series A Preferred stock into Common shares under Rule 144 was so approved. Under this approval Mr. Russell was to receive 232,000,000 shares for Outstanding back salary and 168,000,000 shares on the conversion of the series A Preferred making a total of 400,000,000 shares under Rule 144, to be issued in the name of Robert Russell. Incorporated herein by reference, to be found on, www.otcmarkets.com Posted on August 28, 2011, disclosure 10.1, page 1, 10.2, page 3, 10.3, page 4.

B2 DIGITAL, INC. ON AUGUST 25, 2011, ENTERED INTO A STOCK PURCHASE AGREEMENT WITH SSM MEDIA VENTURES, INC.

About SSM Media Ventures, Inc.
SSSM Media Ventures, Inc. and wholly owned subsidiary RHN.TV is a media corporation providing television programming services to diverse, global markets through satellite and cable television distribution. RHN.TV world's first 24-hour cable network devoted to hip-hop culture, lifestyle and music. More information on RHN can be found at: www.rhn.tv On August 25, 2011, the Company entered into a Stock Purchase Agreement with SSM Media Ventures, Inc. ("SSM") a Delaware Corporation SSM was prior to the date of the Agreement a 10% shareholder in the Company's common stock. In a brief description of the terms and conditions of the agreement or amendment that are material to the issuer. The Agreement provides that upon the payment of the purchase price of $2,050.011.82, SSM as closing will purchase an additional 51% of the outstanding shares of common stock of the Company. Note: This Stock purchase Agreement has not been totally finalized as of this reporting period. Incorporated herein by reference, to be found on, www.otcmarkets.com Posted on, August 31, 2011, disclosure Exhibit, ii.a, Material Contracts, Page C-1.

SSM MEDIA VENTURES, INC. ON AUGUST 29, 2011, ANNOUNCED EXECUTION OF LOAN DOCUMENTS WITH INTER GOLBAL INVESTMENTS, LLC. FOR FIFTY MILLION DOLLARS

About Execution of Loan Documents with Inter Global Investments, LLC.
SSM Media Ventures, Inc. holding Company of "Real Hip Hop Network', www.rhn.tv and "B2 Digital, Inc. www.b2digital.us announced the execution of loan documents in the amount of $50,000,000.00 (Fifty Million Dollars) with Inter Global Investments, LLC. a New Jersey Corporation. In addition, SSM Media has received bank confirmation for Inter Global Investments, LLC's shares credit facility. Incorporated herein by reference, see attached as Exhibits ii. Material Contract, page 1 of 12. Incorporated herein by reference, to be found on, www.otcmarkets.com Posted on September 15, 2011, disclosure 10.1, page 1, Press Release.

SSM MEDIA VENTURES, INC. ON AUGUST 29, 2011, EXECUTED AN AGREEMENT WITH BERLIN CAMERON UNITED

About Berlin Cameron United www.beunited.com

In the execution of this Agreement for Media Spending estimated at $15 million, under this Agreement Berlin Cameron United will handle Creative ad accounts. Incorporated herein by reference, to be found on, www.otcmarkets.com Posted on November 11, 2011, disclosure 10.1, page 1, 10.2, page 15.

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 of qualified

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.

April 10, 2012, Andrew Georgens Joins the B2 Digital BOD.

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.

May 10, 2012, Ernest G. McKay Joins the B2 Digital BOD.

B2 Digital Board of Directors; Offer Ernest G. McKay, to Join B2 Digital as Secretary of the Corporation 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 Corporation 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.

May 29, 2012, Atonn Muhammad, Joins the B2 Digital BOD

The Board of Directors of B2 Digital has sent a letter to Mr. Atonn Muhammad on May 22, 2012; with an offer to Join B2 Digital as President of the Corporation and as a member of the B2 Digital Board of Directors. Mr. Muhammad has returned said letter accepting the position of President of the Corporation and as a member of the B2 Digital Board of Directors. On May 29, 2012 at a B2 Digital Board of Directors meeting Mr. Muhammad 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 October 3rd, 2012, disclosure, exhibit 10.1 & 10.2, page 1.

May 29, 2012, Rodney P. Hunt Joins the B2 Digital BOD.

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 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.

May 29, 2012, B2 Digital Board of Directors Complete, with the final additional of Mr. Atonn Muhammad, as a member of the B2 Digital Board of Directors. The B2 Digital Board of Directors is now completed.

The Board of Director of B2 Digital started in April to add additional new members to the Board of Directors. On April 10, 2012 Mr. Andrew Georgens was approved, on May 10, 2012, Mr. Ernest G. McKay was approved, on May 29, 2012 both Mr. Rodney P. Hunt and Mr. Atonn Muhammad were approved with the written BOD Resolution by the B2 Digital Board of Director and Directors. Please refer to other disclosures; September 21, 2012 Mr. Andrew Georgens, September 25, 2012 Mr. Ernest G. McKay, September 29, Mr. Rodney P. Hunt, and October 3, 2012 Mr. Atonn Muhammad. Incorporated heroin by reference, to be found on www.otcmarkets.com Posted October 5, 2012, disclosure, Exhibit None, Page 1.

June 3, 2012, B2 Digital, SSM Media Ventures Sign Test and Purchase Agreement with Transparent Video System, Inc.,

B2 Digital, SSM Media Ventures Sign Test and Purchase Agreement with Transparent Video Systems, Inc. B2 Digital, Inc. through SSM Media Ventures, Inc. has signed a "Test and Purchase Agreement" with Transparent Video Systems,. Inc. of California to provide the Decoder and Encoders needed for testing and the launch of the Real Hip Hop Network on DirecTV. Currently under contract for Transport with the LTN Services (Cloud) this equipment will provide a transport of programming by way of the Internet from the RHN Master control in Silver Spring, MD to the uplink facility of DirecTV in Los Angeles, Ca. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on June 3, 2012, disclosure, Exhibit 10.1, pages 1 &2.

January 24, 2013, B2 Digital, Inc. signed a Non-Circumvention, Non-Disclosure with Aramco Land and Mineral, Inc.

On January 24, 2013, B2 Digital, Inc. signed a Non-Circumvention, Non-Disclosure with Aramco Land and Minerals, Inc. an Arizona mining company, for the purposes of moving forward to discuss several Business Options. Incorporated herein by reference to be found on www.otcmarkets.com Postedon, My 29, 2013, Exhibit 10.1, Pages 1 to 4.

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.

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 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 has Ernest McKay has been released from the Judgment by DirecTV. Hotel Movie Network as a company has been dissolved. Payment that had been agreed upon in the settlement. To date Paul LaBarre has paid several thousand dollars towards Judgment.

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 2011.

xix. Sino-Can Industrial Holdings, LLC, - not included in financial statements. Corporation held in HG for importing and exporting into China.

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

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

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

xxiii. There are 4 full time employees.

xxiv. Top Twelve Share holders of common Stock as of 03-31-2013: Information provided by Manhattan Transfer Registrar Company. Carry over from 03-31-2012 with no changes in shareholder.

	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	12.422%
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.	Andy Gerogens	2,080,000	0.113%
11.	United Business Services, Inc.	2,312.750	0.072%
12..	International Cable Equipment	500,000	0.027%

ITEM IX: NATURE OF PRODCUTS OR SERVICES OFFERED

B2 Digital, Inc. is 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 on-line publishing 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 primarily provided services under long-term contracts. In the past 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. As B2 Digital, Inc. moves into the new-year a change in the in-room services to the domestic lodging industry will be taking place. B2 Digital, Inc. has seen a sharp drop in this market as more and more Adult Web sites are being provided through the Internet. Because of this drop in purchases of Pay Per View Movies it is the desire of B2 Digital to move the same technology into the Cable world by offering the newer IP TV Platform. This will be accomplished by joint ventures with cable operators in rural areas.

THE REAL HIP HOP NETWORK A PREIMUN CABLE TELEVISION NETWORK ,AND PROVISION OF RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA. SHARE EXCHNAGE CASTLE CREEK INTERNATIONAL CORPORATION, SINO-CAN (SINO-CANADA).

a. Distribution is via Cable, Satellite and Wireless
Broadband for all services

b. Status Quo on all projects

c. Our main competitor in the delivery of cable programming to hotels is Lodgenet, Inc. We are concentrating on broadband delivery of all programming. Under the new program we are working with the Real Hip Hop Network there will be other means of distribution for Video Services into the hospitality Industry.

d. Yes dependence on major customers. With the launch of the Real Hip Hop Network (RHN) on DirecTV we will have 20 million households. Later with the Launch of Dish network an additional 15 million households and later with Comcast another40 million households; which should give a base of 75 million households for viewing of the RHN programming. B2 Digital also believes that by launching in the local TV network areas of major cities the RHN programming could be advanced to be viewed by over 140 million houses holder. Added to this concept would be the launch of the smaller screens that would allow for a worldwide viewing of the RHN programming.

6. Trade names in Arizona for B2Digital, (2005) Hotel Movie Network (1999) and Castle Creek International Corporation (2010) are for 10 years.
Corporation of "Hotel Movie Network" was dissolved on March 5, 2010.

7. In the launch of the Broadcasting Network operations there will be a need for government approval on several levels.

ITEM X: NATURE AND EXTENT OF ISSUER'S FACILITIES

We took over a yearly renewable lease through the acquisition of Hotel Movie Network. The facilities are located at 1030 S. Mesa Drive, Mesa, Arizona 85210. These premises have 2,000 square feet of storage and 2,000 square feet of offices and workshops, with a rent of $2,500 per month. Currently reduced to $1,600.00 per month. We believe these facilities are adequate in size to handle all operations in the United States, the Caribbean, South America and Canada for the foreseeable expectations of operations in these areas.

PART D: MANAGEMENT STRUCTURE AND FINANCIAL INFORMAITON

ITEM XI: **NAME OF CHIEF EXECUITVE OFFICER, MEMBERS OF THE BOARD OF DIRECTORS, AS WELL AS CONTROL PERSONS**

Paul LaBarre – President and Chief Executive Officer
paul_labarre@b2digital.us

Paul LaBarre was appointed President and Chief Executive Officer as of February 2008. A native of the United States with his education including: A.A.S. Paralegal Studies, University of San Gabriel; B.A., 1966; B.A. Electronic Engineering Alameda College, M.B.A. Alameda College. From 1997 until present Mr. LaBarre has served as President/CEO of Hotel Movie Network and Vice President/CFO Coast Communications, Inc. Mr. LaBarre has over 30 years in the Satellite Communications business and great working experience with many outstanding Engineers in this field. From this past experience Mr. LaBarre has been able to connect B2 Digital into the World of Media and Broadband Communications. Mr. LaBarre currently resides in Mesa, Arizona.

Shares of Common Stock: 619,149,167 shares of restricted Rule 144

Common Stock Series A Convertible: 800,000 Preferred Series A Stock

Non-Board Persons with Control

Real Hip Hop Network 1030 S. Mesa Drive Mesa, Arizona 85210	500,000,000 Shares of restricted Rule 144 Common Stock
Robert R. Russell 1030 S. Mesa Drive Mesa, Arizona 85210 Series A Convertible	400,000,000 Shares of restricted Rule 144 Common Stock 200,000 Preferred Series A Stock
T.J. Hunt 1030 S. Mesa Drive Mesa, Arizona 85210	400,000,000 Shares of restricted Rule 144 Common Stock
T.S. McDermott 1030 S. Mesa Drive Mesa, Arizona 85210	400,000,000 Shares of restricted Rule 144 Common Stock
Coast Communications, Inc. 1030 S. Mesa Drive Mesa, Arizona 85210 Series A Convertible	220,000,448 Shares of restricted Rule 144 Common Stock 1,000,000 Preferred Series A Stock
Stephane Lablanc 1030 S. Mesa Drive Mesa, Arizona 85210 Common Stock	200,000,000 Shares of restricted Rule 144
Marcia Peralstein 1030 S. Mesa Drive Mesa, Arizona 85210 Common Stock	100,264,021 Shares of restricted Rule 144
Wilma Saint Louis 1030 S. Mesa Drive Mesa, Arizona 85210 Common Stock	95,000,000 Shares of restricted Rule 144

No member of the B2 Board of Directors has had any type 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 was unable to make the payment that had been agreed upon in the settlement.

DISCLOSURE OF RELATED PARTY TRANSACTIONS

The Issuer was indebted to Cimarron Group on an outstanding Note from 2003. The Note in question was for $800,000.00 and was first held by Robert C. Russell, Chairman of B2 Digital Board of Directors that was sold to Cimarron Group in March of 2009. By the purchase of this note B2 Digital was able to clear off an outstanding debt that was several years listed on the financials as accounts payable.

DISCLOSURE OF CONFLICTS OF INTEREST

In Board Resolution dated January 28, 2008, Paul LaBarre Director "Abstained" on issuance of restricted shares under Rule 144 of common stock to Paul LaBarre for settlement of back salary. BOD can be found on. www.otcmarkets.com, Posted June 26, 2010, Exhibit 10.4, Page 19.

In Board Resolution dated January 4, 2010, Paul D.H. LaBarre C.E.O. & Director "Abstained" on the issuance of a five-year contract for Paul D.H. LaBarre as C.E.O. of B-2 Digital. Also in the resolution was the issuance of a signing bonus of 5,000,000 shares of restricted common stock in B2 Digital. Contract can be found on. www.otcmarkets.com, Posted June 26, 2010, Exhibit 10.4, Page 19

In Board Resolution dated January 4, 2010, Paul D.H. LaBarre C.E.O. "Abstained" on the issuance of restricted shares under rule 144 of common stock to Coast Communications, Inc. and the issuance of Series A stock of B2 Digital. BOD can be found on. www.otcmarkets.com, Posted June 26, 2010, Exhibit 10.3, Page 15.

In Board Resolution dated March 24, 2010, Robert C. Russell, Chairman of the Board & Director "Abstained" on the issuance of restricted shares under rule 144 of common stock Cimarron Group. Robert C. Russell sold this note to Cimarron group in March of 2009. BOD can be found on. www.otcmarkets.com, Posted June 26, 2010, Exhibit 10.1, Page 4

In Board Resolution dated December 30, 2010, Marcia A. Pearlstein, CFO, "Abstained" on issuance of restricted shares under rule 144 of common stock to retire a
$60,000 dollars of outstanding salary owed from 12-23-2006 Agreement. This is set forth in the letter of agreement dated December 15, 2010. (Settlement) BOD can
be found on www.otcmarkets.com. Posted on January 8, 2011, Exhibit 10.1, page 2.

In Board Resolution dated December 30, 2010, Paul D.H. LaBarre, CEO, "Abstained" on the issuance of restricted shares under rule 144 of common stock to retire$120,000 dollars of outstanding salary owed from the 01-04-2010 Agreement. This is set forth in the letter of agreement dated December 15, 2010. (Settlement) BOD can be found on www.otcmarkets.com. Posted on December 30, 2010, Exhibit 10.1, page 2

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.

ITEM XII **FINANCIAL** INFORMATION **FOR THE ISSUER'S MOST RECENT FISCAL PERIOD:**

The Un-audited financial statements for the issuer as of March 31, 20123are hereby incorporated by reference in this filing and

attached as exhibit ii. Balance Sheet as of March 31, 2013 Profit & Loss for April 1, 2012 through March 31, 2013

Operating Expenses for March 31, 2012 through March 31, 2013

ITEM XIII SIMILAR FINANCIAL INFORMATION FOR SUCH PART OF THE TWO PRECEDING FISCAL YEARS:

The Un-audited financial statements of the issuer for the following listed period are hereby incorporated by reference and can be found on:
www.otcmarkets.com.
Posted May 14, 2012, Exhibits ii, pages 20-21-22-23.

Balance Sheet as of March 31, 2012 Profit & Loss for April 1, 2011 through March 31, 2012

Posted May 20, 2010, Exhibit 99.2, and Page 18.

Balance Sheet as of March 31, 2009 Profit & Loss for April 1, 2009 through March 31, 2010

Balance Sheet as of March 31, 2010 Profit & Loss for April 1, 2010 through March 31, 2011

ITEM XIV BENEFICIAL OWNERS

Top Twelve Share holders of common Stock as of 03-31-13: Information provided by Manhattan Transfer Registrar Company. Information carried over from 2012 as there have been no material changes made during the past 12 month year.

	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	400,120.001	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	0.113%
12.	International Cable Equipment	500,000	0.027%

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				
$.02 per share, August 2009 Net income	*10,400,000*		*$ 208,000*	*-*
For the period ending October 8, 2009				*$ -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	*** 200,000,000**		*** $ 1,240,000.00**	
***NOTE: Issue Date Moved to July 2010**				
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				

Statement of Shareholders' Equity

Common StockRetained 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 of common stock issued for Settlement agreement from 2005 at	-	-	-
$.02 per share, August 2009 Net income	*10,400,000*	*$ 208,000*	-
For the period ending October 8, 2009			*$ -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 $.009 per share, January Shares Common stock issued for Real Hip Hop Network Stock for Salary Agreement 2011	**500,000,000**	**$ 55,555.55**	-

$.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			
~~$.0002 per share, January~~ $.0005 per share, February			
Shares of common stock issued for			
Stephane Lablanc – Firm Gold, Inc.	200,000,000	$ 66,666.66	-
Sino-Can, Agreement 2011			
Robert Russell – Settlement			
$.0005 per share, August			
Shares of common stock issued for	400,000,000	$ 200,000.00	-
Shares of common stock has been issued Wilma Saint Louis	95,000,000	$ 31,666.66	-
As of this reporting period			
Share Exchange Agreement 2011			
$.0005 per share, August			
Shares of common stock has been issued	400,000,000	$ 200,000.00	-
As of this reporting period			
Tristan V. Stonger MD			
Funding agreement, August			
Inter Global International, LLC			
Shares of common stock has been issued	250,000,000	$ 125,000.00	-
As of this reporting period March 31, 2013			
			$_____
Balance as of December 31, 2012	4,219,867,388	$ 5,597,340.39	
Balance as of March 31, 2013	4,219,867,388	$ 5597,340.39	

* 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 further note during the year of 2012 ther5e has been no changes in the shares and no additional shares have been issued.

The un-audited financial statements for the issuer as of March 30, 2013, are hereby incorporated herein by reference and can be found as exhibit i.

The un-audited financial statements for the issuer as of March 30, 2012, are hereby incorporated herein by reference and can be found as exhibit ii.

ITEM XV NAME, ADDRESS, TELEPHONE NUMBER, AND EMAIL ADDRESS OF EACH OF THE FOLLOWING OUTSIDE PROVIDERS THAT ADVISE THE ISSUER ON MATTERS RELATING TO OPERATIONS, BUSINESS AND DISCLOSURE.

Wyndam Media Group % Mick Bizsuly – 1035 Country Club Drive, Suite 206 -

Maragte, FL. 33063 Phone: 954-513-7911 www.wyndammediagroup.com

Good Hunting – Tamara J. Hunt – 1030 S. Mesa Dr., Mesa,

Arizona 85210 Phone: 480-406-2116

tamara.hunt@goodhunting.biz

ITEM XVI MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Company Overview-Plan of Operation

B2DIGITAL COMPANY OVERVIEW MARCH 31, 2013

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 on-line publishing industry. B2 Digital through Hotel Movie Network, Inc. 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 provides services under long-term contracts. B2 Digital through Hotel Movie Network, Inc. platforms s 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.

NEW DIRECTION-ACQUISITION OF OWNERSHIP IN "THE REAL HIP HOP NEWORK", OWNERSHIP IN "SINO-CAN (SINO-CANADA), PURCHASE OF 38 MINING CLAIMS IN CANADA, OWNERSHIP IN "CASTLE CREEK INTERNATIONAL CORPORATION" AND PROVISION OF 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 the hope of B2 Digital that through this investment those other opportunities will be provided for the production of a reality TV show to be negotiated about the World of Mining. "Sino-Can" (Sino-Canada) working in conjunction with "Castle reek 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-Speed Internet and possibly telephone to many under serviced communities. WiMax is standards- based technology enabling the delivery of last-mile wireless 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 such as

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.

B2 Digital, SSM Media Ventures Sign Test and Purchase Agreement with Transparent Video Systems, Inc. B2 Digital, Inc. through SSM Media Ventures, Inc. has signed a "Test and Purchase Agreement' with Transparent Video Systems,. Inc. of California to provide the Decoder and Encoders needed for testing and the launch of the Real Hip Hop Network on DirecTV. Currently under contract for Transport with the LTN Services (Cloud) this equipment will provide a transport of programming by way of the Internet from the RHN Master control in Silver Spring, MD to the uplink facility of DirecTV in Los Angeles, Ca. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on June 3, 2012, disclosure, Exhibit 10.1, pages 1 & 2.

i. Under our current operations B2 Digital without the merger of Mob Candy Corporation should still be able to expand the Company financial needs with the minimum outside funding. Currently it is felt with the additional outlets Internet income to the Company by year's end should cover the over-all operations.

ii. 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.

iii. 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.

iv. Without the merger of Mob Candy Corporation, B-2 Digital will not need to expand the employees. However with the advancement of the WiMax network additional installers will be required.

v. In moving forward with a merger with SSM Media Venture the employees of SSM and RHN will be additional to the current employees of B2 Digital. The additional funding requirement will rise as the launch of RHN takes place with DirecTV and Dish Network.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Full Fiscal Years

B2 Digital has had two years of continued drop in customer base. B2 through Hotel Movie Network, Inc. has concentrated more on outside installations. The company has been moving more and more from the Pay Per View world because of the addition of the Internet. The larger the Internet has become the less the purchases of Adult products in the Pay Per View World. The main purchases of the Pay Per View products have always been 80% Adult. That 80% with the availability of the Internet has dropped to 30% causing a great loss in revenue. For this reason B2 Digital has stopped working on Hotel installations.

As mentioned above the Internet in the Hotel world has caused a great drop in revenue because of the lower purchases of the Adult product. This has and will cause a loss of revenue if B2 Digital were to continue in the Pay Per View world of the Hotel market. By looking for more outside business in the installation area we have been able to offset the drop of revenue. The NFL for technical services of the 2008 Super Bowl contracted in 2008 with Hotel Movie Network, Inc. to provide such services. B2 Digital has worked with a leasing company for needed additional equipment for the Wireless WiMax Network. This cuts down the large expenses and moves them into a monthly payment plan. The use of Free Internet in the Hotel markets has caused a drop in revenue based on the lower sales of Adult Products in the Pay Per View Market. Other than a couple of legal matters B2 Digital has not had an unexpected loss in revenue. Reviewing the financials of B2 Digital through Hotel Movie Network Inc. has run about the same for the past two years. In 2008 B2 Digital closed the year with a net income of $11,916.08. B-2 Digital had a minor increase in income for the year by closing with a net income of $16,076.57. B2 Digital as we move into the rural areas of Arizona for Wireless Internet will see changes from the seasonal residents. It is the belief of B2 Digital staff that this can be covered by the addition of The Real Hip Hop Network, Castle Creek International Corporation, Sino-Can (Sino-Canada) Corporation and the additional 38 Mining claims that were purchased this year. With all of the additional sources of income the Company should see sales that will far increase and offset any short falls of the WiMax network.

Interim Periods

Closing year 2010 B2 Digital was totally relying on WiMax as a source of income. As B2 Digital merges with Castle Creek International Corporation the company will be able to expand and realize additional income from another source. Additional revenue will be seen in this fiscal year with WiMax wireless Internet. Sino-Can (Sino- Canada) will be was to be working with the 38 mining claims that were purchased in 2011, with the possibility of a Joint venture with a mining company in Canada. After failing to rise the needed funds for an operation of this type and the loss of two board members that had sponsored this type of project it were felt by 63% of the shareholders and the single Board member that this project should be sold off. In January of 2012 the 38 claims that B2 Digital held ownership in were sold. It is now felt that B2 Digital should return to the major area of concern such as Multi Media. In finalizing the merger with SSM Media Ventures for the "Real Hip Hop Network" B2 Digital will become a major player as a programming provider.

PART E ISSUANCE HISTORY

ITEM XVII LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICE IN THE PAST TWO YEAR

January 8, 2011

Board of Directors accepts a "Share Exchange Agreement with SSM Media (RHN)". Under the terms of this agreement B2 Digital would exchange 10% of the ownership in B2 Digital for 10% of the ownership in SSM Media Ventures. Under the terms of this agreement B2 Digital would issue 500 million shares of B2 Digital restricted Common Stock under Rule 144 for 2,000 share of common stock in RHN a private held Corporation, a subsidiary of SSM Media Ventures, Inc. a Delaware Corporation. Share Exchange Agreement can be found on. www.otcmarkets.com **Posted January 8, 2011, Exhibit 10.2, Page 1.**

January 8, 2011

Board of Directors approved and signed stock for salary for Director Marcia A. Pearlstein. Under the terms of this agreement Marcia A. Pearlstein a consultant currently holding the office of Chief Financial Officer would receive stock for one years past salary. In the settlement it was further understood that all state and federal taxes would be paid by the Company. B2 Digital would also include piggy-back registration rights under the next registration. All of the information was forwarded to Manhattan Transfer for issuance of the restricted common shares to be issued under Rule 144. BOD Resolution can be found on.www.otcmarket.com Posted January 8, 2011, Exhibit 10.1, Page 1.

January 18, 2011

Board of Directors approve Cancellation "Share Exchange Agreement with Castle Creek Silver" and sign "Share Exchange Agreement for 50% ownership of Castle Creek International". Under the terms of the "Share Exchange Agreement with Castle Creek Silver" an escrow account was to be opened and shares from both B2 Digital and Castle Creek Silver were to be deposited. Castle Creek Silver failed to deliver the stock certificate that was required. Because of this failure on the part of Castle Creek Silver; B2 Digital Board of Director felt a breach had occurred in the agreement. Notice was sent to Manhattan Transfer to cancel all of the shares that were involved in this share exchange. BOD Resolution can be found on. www.otcmarkets.com Posted January 18,2011, Exhibit 10.1, Page 1.
Board of Directors signs "Share Exchange Agreement" for 50% ownership of "Castle Creek International. Under the terms of this agreement B2 Digital will acquire 50% ownership of "Castle Creek International". Under this agreement 400 million shares of B2 Digital common shock restricted under Rule 144 will be issued to the two owners of Castle Creek International. This company also has a division that does lead generation, which will help B2 Digital in moving forward. Notice was sent to Manhattan Transfer for issuance of the restricted common shares to be issued under Rule 144. BOD Resolution can be found on. www.otcmarkets.com Posted January 18, 2011, Exhibit 10.3, Page 1.

January 24, 2011

Board of Directors approve and sign "Purchase of 38 Claims" in Canada under an "Asset Purchase Agreement". In order to finalize an agreement where B2 Digital was to pay two of $30,000 dollars for the 38 claims; because B2 Digital had failed to make the payment a settlement for common shares restricted under Rule 144 was agreed on. In exchange for dropping the $60,000 as a purchase price it was agreed that 200 million shares of common stock under Rule 144 would be issued in exchange for ownership of the 38 claims. Notice was sent to Manhattan Transfer for issuance of the restricted common shares to be issued under Rule 144. Asset Purchase agreement and BOD Resolution can be found on. www.otcmarkets.com Posted January 24, 2011, Exhibit 10.1, Page 1 and Exhibit 10.2, Page1.

January 24, 2011

Board of Directors approve and sign "Purchase of 38 Claims" in Canada under an "Asset Purchase Agreement". In order to finalize an agreement where B2 Digital was to pay two of $30,000 dollars for the 38 claims; because B2 Digital had failed to make the payment a settlement for common shares restricted under Rule 144 was agreed on. In exchange for dropping the $60,000 as a purchase price it was agreed that 200 million shares of common stock under Rule 144 would be issued in exchange for ownership of the 38 claims. Notice was sent to Manhattan Transfer for issuance of the restricted common shares to be issued under Rule 144. Asset Purchase agreement and BOD Resolution can be found on. www.otcmarkets.com Posted January 24, 2011, Exhibit 10.1, Page 1 and Exhibit 10.2, Page1.

February 26, 2011

B2 Digital Board of Directors at a special meeting of the Board of Directors with several shareholders in attendance approved the purchase with common stock of B2 Digital for the company "Sino-Can Industrial Holding Group, Ltd". In attendance shareholders representing 60% of the ownership in B2 Digital agreed to settle the negotiations that had been set up by the B2 Digital Chairman Robert Russell. A BOD Resolution was passed and signed for this purchase. The purchase was set at 95 million shares of common stock restricted under Rule 144 for 95% ownership of "Sino-Can Industrial Holding Group Ltd.". Notice has been sent to Manhattan Transfer for the issuance of the restricted common shares to be issued under Rule 144. Purchase Agreement and BOD Resolution can be found on. www.otcmarkets.com Posted on February 26, 2011, Exhibit 101, Page 1 (Board Approval), Exhibit 10.2, Page 1 (Purchase Agreement), Exhibit 10.3, Page 1 (BOD Resolution).

August 18, 2011

B2 Digital Board of Director and C.E.O. Paul D.H. LaBarre accepted three letter of proposal from past Chairman of B2 Digital for settlement of outstanding debt owed to Robert Russell.B2 Digital has agreed to exchange 232,000,000 shares of common stock restricted under Rule 144 to Robert Russell as past due salary. The second issue would be 700,000 shares of Series A stock that Robert Russell has agreed to convert into common stock at a 240 to one equal to 168,000,000 shares of common stock. This will make the total issue for both transactions equal to 400 million shares of common restricted stock under Rule 144. The third issue was that Robert Russell would remain working with B2 Digital as a consultant. All three issues have been accepted by B2 Digital and Robert Russell. Settlement of outstanding salary, Conversion of 700,000 shares of Series A and Agreement to continue as consultant can be found on. www.otcmarkets.com Posted August 18, 2011, Exhibit 10.1, Page 1 (Settlement of outstanding salary), Exhibit 10.2, Page 2 (Conversation of 700,000 shares of series A stock), Exhibit 10.3, Page 3 (Agreement to continue as consultant).

August 16, 2011

The Board of Director and Major shareholders approved the settlement of debt with "Coast Communications". In March of 2003 a "Master Asset Purchase Agreement" between then "Telecommunications Products, Inc." (Of which became B2Digital) was approved by the Board of Directors. In this Master Asset Purchase Agreement 1 million shares of Series A Preferred shares were to be paid to Coast Communications, Inc. as a part of the purchase price. Other area of the agreement have been settled over the past years; however the total payment of the Series A shares was not possible until Series A shares were returned to the treasury. On August 11, 2011, Robert Russell requested that 700,000 shares of Series A be converted to common stock. With this conversion the700, 000 shares of Series A were returned to the treasury of B2 Digital. With this issuance of this BOD Resolution for 700,000 shares of Series A to Coast Communications, Inc. one more outstanding debt from the past of the Company has been resolved. BOD Resolution Master Asset Purchase Agreement and Letter from Robert Russell can be found on. www.otcmarkets.com Posted August 26, 2011, Exhibit 10.1 Page 1 (BOD Resolution), Exhibit 10.2, Page 3, (Master Asset Purchase agreement), Exhibit 10.3, Page 16, (Letter from Robert Russell).

August 18, 2011

The B2 Digital Board of Director approved and signed the Resolution for the share exchange for total ownership of "Castle Creek International". With this Share Exchange "Castle Creek International" will become a totally owned Subsidiary of B2 Digital. This second exchange will allow for 400 million shares to be provided for the two owners of Castle Creek International. Notice has been sent to Manhattan Transfer for the issuance of the common shares to be issued under Rule 144. BOD Resolution and Share Exchange Agreement can be found on. www.otcmarkets.com Posted August 24, 2011, Exhibit 10.1, Page 1 (BOD Resolution), Exhibit 10.2, Page 1 (Share Exchange Agreement).

August 20, 2011

B2 Digital Board of C.E.O. & Director Paul D.H. LaBarre with Major Shareholders have approved the Settlement of outstanding salary and Conversion of Series A Stock to Common for Robert Russell. This approval is in conjunction with the accepted three letter proposal approved on August 18, 2011. Per the proposal 400 million shares of common stock restricted under Rule 144 will be issued in the name of Robert Russell. Notice has been sent to Manhattan Transfer for the issuance of the common shares to be issued under Rule 144. BOD Resolution can be found on. www.otcmarkets.com Posted August 26, 2011, Exhibit 10.1 Page 1.

August 25, 2011

The Board of Director and Major Shareholders approved the proposed merger by SSM Media Ventures with a proposed buyout for 51% of the common shares of B2 Digital stock for $2,050,011.82. As a part of this merger B2 Digital did issue 250 million shares of common restricted stock under Rule 144. It is understood that should this Agreement Merger not become finalized for any reason the Buyer will return to the B2 Digital three-Hundred Million (300,000,000) shares of common stock of B2 Digital that is currently owned by "Real Hip Hop Network"(RHN), in care of Atonn Muhammad CEO/President. A Press Release of this Proposed Merger was announced. No filing of this Merger was made in a disclosure as the Merger has not been finalized as of this reporting date. BOD with attachment for reference is attached to this report under Exhibit ii.

May 19, 2012

Stock Exchange between B2 Digital, Inc. & Mt. Dora Estates, LLC. A stock exchange between B2 Digital, Inc. and Mt. Dora estates has been approved by the B2 Digital Board with 51% of the shareholders' approval. On May 19, 2012 the Board of Director and 51% of the shareholders approved the share exchange between B2 Digital and Mt. Dora estates form 49% of the stock in Mt. Dora Estates in exchange for Five-Million (5,000,000) shares of Common Stock restricted under Rule 144 in B2 Digital.
Under the terms of the agreement B2 Digital will be working with Mt. Dora Estates in a joint venture project. Incorporated herein by reference, to be found on www.otcmarkets.com posted on, June 1, 2012, disclosure, Exhibits 10.1, 10.2 & 10.3, pages 1 through 41.

Comparative Market Analysis Mt. Dora Estates. B2 Digital has gathered further information concerning this joint venture by way of a Comparative Market Analysis that was done by Tim Dunham Reality. This Comparative Market Analysis was done in two areas; one for the Housing market and one for the Condominium market. We were also supplied with a letter from Tim Dunham Reality covering the overall total Market Analysis. Dora Highlands Resort Community is being built by a pioneer by building green in the region and producing quality built housing at a price buyers will enjoy under the current market conditions. Incorporated herein by reference, to be found on www.otcmarkets.com Posted on June 3, 2012, disclosure, Exhibits 10.1, 10.2 & 10.3, pages 1 through 32.

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.

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 to 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 of qualified

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.

PART F EXHIBITS

ITEM XVII MATERIAL CONTRACTS

NONE

Financial Statements

Balance Sheet as of March 31, 2013, Profit & Loss for April 1, 2012 through March 31, 2013, Cash Flow for April 1, 2012 through March 31, 2013, and Attached as Exhibit i.

Balance Sheet as of March 31, 2012, Profit & Loss for April 1, 2011 through March 31, 2012, Cash Flow for April 1, 2011 through March 31, 2012, and Attached as Exhibit ii.

ITEM XIX ARTICLES OF INCROPORATION AND BYLAWS

B-2 Digital Articles of Incorporation and Bylaws, which are incorporated herein by reference, to be found on www.otcmarkets.com Posted: September 25, 2009

ITEM XIX ARTICLES OF INCROPORATION AND BYLAWS

B-2 Digital Articles of Incorporation and Bylaws, which are incorporated herein by reference, to be found on www.otcmarkets.com Posted: September 25, 2009

ITEM XX PURCHASE OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

None

ITEM XXI ISSUER'S CERTIFICATIONS

I, Paul D.H. LaBarre, certify that:

1. **I have reviewed this disclosure statement dated March 31, 2013, of B-2 Digital Corporation;**

2. **Based on my knowledge, this disclosure statement does not contain may untrue statements of material fact or omit to state a 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 statement; and**

3. **Based on my knowledge, the financial statements, other financial information included or incorporated by reference in this disclosure and cash flows of the issuer as of, and for, the periods presented in this disclosure document.**

Date: March 31, 2013

/s/ Paul D.H. LaBarre_____

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

Exhibit i

B2 Digital
Profit & Loss
April 2012 through March 2013

Accrual Basis

	Apr '12 - Mar 13
Ordinary Income/Expense	
Income	
Sales	50.47
Total Income	50.47
Gross Profit	50.47
Expense	
Bad Debt	153,926.62
Bad Debt Write off	314.87
Total Expense	154,241.49
Net Ordinary Income	-154,191.02
Net Income	**-154,191.02**

Accrual Basis

B2 Digital
Summary Balance Sheet
As of March 31, 2013

	Mar 31, 13
ASSETS	
Current Assets	
Accounts Receivable	207,910.50
Other Current Assets	89,544.35
Total Current Assets	297,454.85
Fixed Assets	-466,338.21
Other Assets	110,163.30
TOTAL ASSETS	**-58,720.06**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	28,708.16
Credit Cards	2,366.39
Other Current Liabilities	825,945.65
Total Current Liabilities	857,020.20
Long Term Liabilities	17,588.70
Total Liabilities	874,608.90
Equity	-933,328.96
TOTAL LIABILITIES & EQUITY	**-58,720.06**

B2 Digital
Statement of Cash Flows
April 2012 through March 2013

	Apr '12 - Mar 13
OPERATING ACTIVITIES	
Net Income	-154,191.02
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	160,781.29
Net cash provided by Operating Activities	6,590.27
Net cash increase for period	6,590.27
Cash at beginning of period	-6,590.27
Cash at end of period	**0.00**

Exhibit ii

05/10/12
Accrual Basis

Balance Sheet
As of March 31, 2012

	Mar 31, 12
ASSETS	
Current Assets	
Checking/Savings	
Bank Non-Cash Deposit Correctio	-15.09
Bank Of America - Construction	214.60
Castle Creek Bank	21,139.58
Office Petty Cash Account	43.97
S.T. Trust	-27,973.33
Total Checking/Savings	-6,590.27
Accounts Receivable	
Accounts Receivable	368,691.79
Total Accounts Receivable	368,691.79
Other Current Assets	
Bad Debt Allowance	-218,655.35
Employee Advances	3,592.53
Inventory Asset	2,327,272.82
Inventory Asset Valuation Allow	-2,041,403.65
Loan to	18,738.00
Total Other Current Assets	89,544.35
Total Current Assets	451,645.87
Fixed Assets	
Accum. Deprec. E & M	-918,252.23
Equipment & Machinery	357,282.06
Field Test Equipment	
Equipment-Other	1,103.12
FTG	23,939.97
PPV	9,865.69
Field Test Equipment - Other	2,214.00
Total Field Test Equipment	37,122.78
Leasehold Improvements	29,485.46
Office Equipment	
Bench Test Equipment	1,248.77
Computer	17,644.52
Office Equipment - Other	7,763.43
Total Office Equipment	26,656.72
Office Furniture	1,367.00
Total Fixed Assets	-466,338.21
Other Assets	
Hotel Movie Express Equipment	470,163.30
Total Other Assets	470,163.30

Balance Sheet
As of March 31, 2012

	Mar 31, 12
TOTAL ASSETS	**455,470.96**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Credit Cards	
American Express	2,990.24
American Express Business Gold	-623.85
Total Credit Cards	2,366.39
Other Current Liabilities	
Accrued Liabilities	16,463.00
Customeer Deposit	629.74
Ernerst McKay	50,000.00
Paul LaBarre	37,727.14
Retainers	1,125.77
Total Other Current Liabilities	105,945.65
Total Current Liabilities	137,020.20
Long Term Liabilities	
Free To Guest Deposit Account	7,588.70
Loan Payable to Coast	10,000.00
Total Long Term Liabilities	17,588.70
Total Liabilities	154,608.90
Equity	
Common Stock	25,000.00
Initial Acquisitions	109,145.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,982,479.00
Retained Earnings	-1,793,005.06
Net Income	13,117.95
Total Equity	300,862.06
TOTAL LIABILITIES & EQUITY	**455,470.96**

Accrual Basis

Profit & Loss
April 2011 through March 2012

	Apr '11 - Mar 12
Ordinary Income/Expense	
Income	
Sales	13,117.95
Total Income	13,117.95
Gross Profit	13,117.95
Net Ordinary Income	13,117.95
Net Income	**13,117.95**

B2 Digital
Statement of Cash Flows
April 2011 through March 2012

	Apr '11 - Mar 12
OPERATING ACTIVITIES	
Net Income	13,117.95
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-13,117.95
Paul LaBarre	-195.85
Net cash provided by Operating Activities	-195.85
Net cash increase for period	-195.85
Cash at beginning of period	-6,394.42
Cash at end of period	**-6,590.27**