ISSUER YEAR-END REPORT

B2 DIGITAL INCORPORATED

3177 E. Redfield Rd.
Gilbert, Arizona 85234
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

B2 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 these 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. These 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 if substantially realized, will have the expected consequences on the Company's business or operations.

B2 DIGITAL INCORPORATED ISSUER YEAR-END REPORT

March 31, 2015

PART A General Company Information

ITEM I: NAME OF ISSUER:

B2 Digital, Incorporated

(A Delaware Corporation)

Office: 602-625-7653 Fax: 480-834-0231

Merger: Telecommunication Products, Incorporated
June 2004 (A Colorado Corporation)

ITEM II: ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

3177 E. Redfield Rd. Web: b2digital.us

Gilbert, Arizona 85234

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

Phone No: 602-625-7653 paul_labarre@b2digital.us

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 had 3, 220,023,638 shares of Common Stock issued and outstanding. As of March 31, 2012, the Issuer had 4,219,867,388 shares of Common Stock issued and outstanding. As of March 31, 2013, the Issuer had 4,219,867,388 shares of Common Stock issued and outstanding. As of March 31,

2014, Issuer had 4,219,867,388 shares of Common Stock issued and outstanding. As of March 31, 2015, the Issuer has

4,219,867,388 shares of Common Stock issued and outstanding.

Period End Date	# Of Shares Authorized	# of Shares Outstanding	Freely tradable shares	# of beneficial shareholder	# of shareholders	Active
March 31, 2015	5,000,000,000	4,219867,388	1,104,945,242	10	435	435
March 31, 2014	5,000,000,000	4,219,867,388	1,104,945,242	10	435	435
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	3,220023,638	904,945,243	9	465	435

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, New York 11764 Phone: 631-828-8234 Fax: 6131-928-6171

ITEM VIII: NATURE OF ISSUER'S BUSINESS

B2 Digital, Inc. (referred to herein as "B-2 Digital, Inc.", 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, 200 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 B2 Digital, Inc. 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, Inc. 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, B2 Digital, Inc. 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 $200,000.00 dollars 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, Inc. 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, Inc. 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 B2 Wao service and the B2 Digital, I nc. 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, Inc. decided to terminate this agreement and the B2 Digital, Inc. 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 the shareholders.

During the middle of 2007 it was determined that B2 Digital, Inc. should remove the company from the Bulletin Board because of the failure of the accounting firm, Moore 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, Inc. 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 B2 Digital, Inc. 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 B2Digital, Inc. 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, Inc. well into the Media World with Superior technology.

B2 Digital, Inc. is a provider of in-room, on-demand video entertainment andsatellite services to the domestic lodging industry. B2 Digital, Inc. has also recently ventured into the on-line publishing industry. B2Digital, 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, Inc. primarily provides services under long-term contracts. B2 Digital, Inc. 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 – ACQUISITION OF MOB CANDY ENTERPRISES AS ON-LINE MAGAZINEAND 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. To be 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 DEVELOPMENT 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 known 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, 3008, in the State of Idaho. In March 2010 a share Exchange Agreement with B2 Digital, Inc., which was 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**. To be 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 EXCUSIVELY 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 Act. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted January 8, 2011, disclosure, exhibit 10.1 & 10.2, pages 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 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, Inc. will be hand fled by Castle Creek International Corporation. To be incorporated herein by reference, can 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 LeBlanc 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 Directors voted to cancel that 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, Inc. continued to negotiate with Stephane Leblanc to finalize the "Asset Purchase Agreement" in another manner. On January 19, 2011, B2 Digital, Inc. signed a new "Purchase Agreement for 38 Claims" in exchange for 200 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. To be incorporated herein by reference, to be found on, www.otcmarkets.com Posted on January 24, 2011, disclosure, exhibit 10.1 & 10.2, pages 2 & 7.

ON FEBRUARY 14, 2011, B2 DIGITAL, INC. FINALIZED THE POURCHASE OF SINO-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, Inc. 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 in that Sion-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, Inc. common stock under Rule 144. Mr. Louis would retain 5% of Sion-Can (Sino-Canada) and represent B2 Digital, Inc. in the China markets. Sino-Can (Sino-Canada) will be placed with the 38 mining claims that were purchased from Firma Gold (Stephane LeBlanc). To be incorporated herein by reference, to be found on, **www.otcmarkets.com** Posted on February 26, 2011, disclosure, Exhibit 10.1 & 10.2, pages 5 & 14.

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 Leblanc 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, Inc. continued to negotiate with Stephane Leblanc to finalize this "Asset Purchase Agreement' in another manner. On January 19, 2011 B2 Digital, Inc. 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. To be 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.

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

About Robert Russell's resignation.

The Board of Directors of B2 Digital Inc. accepted the resignation of Robert Russell as Chairman of the Board of Directors of B2 Digital, Inc. 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, Inc. Board of Directors. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted August 12, 2011, disclosure Exhibit 10.1, page 2.

B2 DIGITAL, INC. 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 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 "31 July 2011". In both cases the corrections are being made to make the record correct. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on August 17, 2011, disclosure 10.1, page 2 & 10.2, page 3.

B2 DIGITAL, INC. 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, Inc. and as a Director. B2 Digital, Inc. 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 A 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 under Rule 144. This will make a 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, Inc. to Mr. Russell to remain working with B2 Digital, Inc. as a consultant. All three issues have been resolved and accepted by both B2 Digital, Inc. and Mr. Russell. To be 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, INC. BOARD OF DIRECTOR AND MAJOR SHARESHOLDERS HAVE APPROVED THE SHARE EXCHANGE OF CASTLE CREEK INTERNAITONAL, INC. TO BECOME A FULLY OWNED SUBSIDARY OF B2 DIGITAL, INC.

About Castle Creek International, Inc.

On August 18, 2011, the Board of Directors 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, Inc. At special shareholders meeting with over 60% of the voting stock involved it was approved for this Share Exchange. To be 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, INC. BOARD OF DIRECTOR AND MAJOR

SHAREHOLDERS HAVE APPROVED THE SETTLEMENT OF DEBT WITH COAST COMMUNICATIONMS, INC.

About Settlement with Coast Communications, Inc.

The Boards of Directors of B2 Digital, Inc. in March of 2003 approved a "Master Purchase Agreement" between then "Telecommunications Products, Inc. (of which later became B2 Digital, Inc.). 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. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on August 26, 2011, disclosure 10.1, page 1, 10.2, page 3, 10.3, page 16.

B2 DIGITAL, INC. BOARD OF DIRECTOR AND MAJOR SHAREHOLDERS HAVE APPROVED THE SETTLEMENT OF OUTSTANDING SALARY AND CONVERSION OF SERIES A PREFERRED STOCL 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 shareholders, 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 in the name of Robert Russell. To be incorporated herein by reference, to be found on. www.otcmarkets.com\. Posted on August 28, 2011, disclosure 101, 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.

SSM 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 this 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 at closing will purchase as 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. To be 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. Because SSM Media has failed to rise the needed funds this Agreement has failed to move forward, as of this reporting period.

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 shared credit facility. To be incorporated herein by reference, see attached Exhibits ii Material Contract, page 1 of 12. To be incorporated herein by reference, to be found on, www.otcmarket.com. Posted on, September 15, 2011, disclosure 10.1, page 1, Press Release. Inter Global Investments has failed to provide the promised funding. Shannon Newby, President of Inter Global Investments, LLC, has continued to promise after promise funding and nothing has come to bear. B2 Digital, Inc. Board of Directors at this point believes this project has failed because of the funding issue. B2 Digital, Inc. Board of Directors feel this point that no further business should be done with Inter Global Investments, LLC. It is possible that at a future date legal action may be taken.

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

About Berlin Cameron United www.beunited.com.

With the execution of this Agreement for Media Spending, estimated at $15 million; under this Agreement Berlin Cameron United will handle Creative ad accounts. To be 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. There is no update as to what this group has accomplished for SSM Media.

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. Because land reclamation requirements for exploration properties maybe burdensome.

B2 Digital, Inc. would face industry competition for the acquisition of mining properties and the recruitment and retention of qualified personal.

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

B2 Digital Board of Director; Offer Andrew Georgens, to Join B2 Digital, Inc. as Vice President of Acquisitions and as a member of the B2 Digital, Inc. Board of Directors as a Director. The Board of Director of B2 Digital, Inc. sent a letter to Mr. Andrew Georgens on April 3, 2012; with an offer to Join B2 Digital, Inc. as Vice President of acquisitions and as a member of the B2 Digital, Inc. 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, Inc. Board of Directors. On April 10, 2012 as a B2 Digital, Inc. Board of Director meeting Mr. Georgens was approved with the written BOD resolution by the B2 Digital, Inc. Board of Director. To be 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, Inc. 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, Inc. as Secretary of the Corporation and as a member of the B2 Digital, Inc. 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, Inc. Board of Directors as a Director. On May 10, 2012 at a B21 Digital, Inc. Board of Directors meeting Mr. McKay was approved with the written BOD Resolution by the B2 Digital, Inc. Board of Directors. To be 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, Inc. BOD

The Board of Directors of B2 Digital, Inc. has sent a letter to Mr. Atonn Muhammad on May 22, 2012; with an offer to Join B2 Digital, Inc. as President of the Corporation and as a member of the B2 Digital, Inc. 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, Inc. Board of Directors. On May 29, 2012 at a B2 Digital, Inc. Board of Directors meeting Mr. Muhammad was approved with the written BOD Resolution by the B2 Digital, Inc. Board of Directors. To be 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, Inc. BOD.

B2 Digital Board of Directors; Offer Rodney P. Hunt, to Join B2 Digital, Inc. as Chairman of the B2 Digital Board of Directors. The Board of Directors of B2 Digital, Inc. sent a letter to Mr. Rodney P. Hunt on May 15, 2012; with an offer to Join B2 Digital, Inc. as Chairman of the B2 Digital, Inc. Board of returned letter accepted the position of Chairman of the B2 Digital, Inc. Board of Directors. On May 29, 2012 at a B2 Digital, Inc. Board of Directors meeting Mr. Hunt was approved with the written BOD Resolution by the B2 Digital, Inc. Board of Directors. To be 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, Inc. Board of Directors. The B2 Digital, Inc. Board of Directors is now complete. The Board of Director of B2 Digital, Inc. 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, Inc. 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. To be 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, Inc. in Los Angeles, Ca. To be 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 Mineral, Inc. and Arizona mining company, for the purposes of moving forward to discuss several Business Options. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on May 29, 2013, disclosure, 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, Inc. in all outstanding legal matter. Mr. LaBarre ABATAINED from voting on this matter as he was the person authorized to take such action. To be incorporated by reference herein, to be found on www.otcmarkets.com Posted May 30, 2013, Exhibit 10.1, pages 1 to 4. Update: C.E.O. Paul D.H. LaBarre has chosen to use Greg Robinson, Attorney in Phoenix, Arizona and Sterling Threet, Attorney in Mesa, Arizona for the legal issues that might arise in the current year.

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

On January 29, 2013, B2 Digital, Inc. 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 an 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 C.E.O. 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, Inc. received an updated report with consolidated financials and a balance sheet from ONE Media Corp., Inc. To be incorporated herein for reference, to be found on, www.otcmarkets.com. Posted on May 29, 2013, 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.This Memorandum of Understanding has been withdrawn and this project seems to be going nowhere. After introducing Aramco Land and Minerals to several funding sources, it appears that B2 Digital, Inc. has been closed out of the deal.

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. To be incorporated here by reference, to be found on, www.otcmarkets. Posted on, May 30, 2013, Exhibit 10.1, 10.2 & 10.3, Pages 1 to 19. Buyer Group International, Inc. (BYRG) has failed to gain the funding that was expected.

June 30, 2013, B2 Digital, Inc. compiled the Quarterly report for June 30, 2013 and filed same on OTC Markets and can be found on www.octmarkets. com. Posted on July 29, 2013, No Exhibits.

September 30, 2013, B2 Digital, Inc. compiled the Quarterly report for September 30, 2013 and filed same on OTC Markets and can be found on www.octmarkets.com Posted on May 14, 2015, No Exhibits

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

On December 17, 2013, the B2 Digital, Inc. Board of Directors voted to remove 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, Inc. 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.

Update: As of this date a new media group has not been found that will fill the needs of B2 Digital, Inc. as a Public Traded Company

December 31, 2013, B2 Digital, Inc. compiled the Quarterly report for December 31, 2013 and filed same on OTC Markets and can be found on www.otcmarkets.com Posted on June 13, 2015. With updated financials and No Exhibits.

August 5, 2014 B2 Digital, Inc. Vote to accept a Loan from Rodney P. Hunt – Chairman.

B2 Digital, Inc. Board of Directors after a meeting at the home of Mr. Rodney P. Hunt, Chairman of B2 Digital, Inc. agreed to accept a loan of $10,000 from Mr. Hunt to clear up paid filing fees for the OTC Markets. A Board of Directors meeting was held on August 5, 2014, at the home of Mr. Hunt and at which time a vote was called for, with Mr. having abstained. The vote was carried and a Resolution was so written. For this loan the B2 Digital, Inc. Board of Directors did authorize for the

issuance of Restricted Common Stock to cover said loan.

For several financial reasons Mr. Hunt was unable to follow through with the proposed loan to B2 Digital, Inc. After several discussions the other members of the B2 Digital, Inc. Board of Directors have located another source that is will bring to make the needed loan to bring B2 Digital, Inc. back to current information.

August 20, 2014, B2 Digital, Inc. signs Non-Circumvent Non-Disclosure Agreement with two Companies

On August 20, 2014, B2 Digital, Inc., signed a Non-Circumvent Non-Disclosure agreement with JFK Communications, Marshall Broadband, 6320 NW 84th. Ave, Miami, Fl. signed by Chris Marshall. The second Non-Circumvent Non-Disclosure Agreement was with JT Electronics, 33 Wales Ave, Unit G, and Avon, MA, signed by Joanne Lunn. The two companies are both involved in the Cable TV world and have presented a great opportunity to B2 Digital, Inc. in moving back into that area of business. Incorporated herein by reference, to be found on www.otcmarkets. Posted June 20, 2015, exhibit 10.1, Pages 2, 3, 4, 5, & 6.

February 26, 2015, B2 Digital, Inc. Board of Directors approved and authorized Ernest G. McKay, Secretary and Director of B2 Digital to testify for Paul D.H. LaBarre at a Chapter 11 hearing and to offer the full support of B2 Digital in this matter.

On February 26, 2015, B2 Digital, Inc. Board of Directors did Approve and Authorize Ernest G. McKay, Secretary and Director of B2 Digital to offer testimony in the support of Paul D.H. LaBarre at a Chapter 11 hearing. Ernest G. McKay was further authorized to provide financial support in this matter. This resolution was signed by the Chairman and three directors of the B2 Digital Board of Directors. C.E.O. Paul D.H. LaBarre abstained from voting on this resolution!

March 17, 2015, B2 Digital, Inc. Board of Directors approved and authorized to receive a loan of Six-Thousand Dollars ($6,000) from Good Hunting Inc.

On March 17, 2015, B2 Digital, Inc. Board of Directors did approval and Authorize to accept a loan of Six-Thousand Dollars ($6,000) from Good Hunting Inc. This resolution was signed by Chairman Rodney P. Hunt, with Directors Ernest McKay, Andrew Georgens and Paul D.H. LaBarre Abstaining for reason that is so stated with each Director on the attached BOD Resolution. The funds from this loan are to be used to pay OTC markets and additional cost in bringing B2 Digital back to current information on the OTC Markets.

April 27, 2015, B2 Digital, Inc. Board of Directors approved and authorize to receive a loan of Fifteen-Thousand Dollars ($15,000.00) from Good Hunting Inc.

On April 27, 2015, B2 Digital, Inc. Board of Directors did approval and Authorize to accept a loan of Fifteen-Thousand Dollars ($15,000) from Good Hunting Inc. This resolution was signed by Chairman Rodney P. Hunt, with Directors Ernest

McKay, Andrew Georgens and Paul D.H. LaBarre Abstaining for reasons that are so stated with each Director on the attached BOD Resolution. The funds from this loan are to be used to pay Five-Thousand Dollars ($5,000) as a retainer to Wani I. Manly P.A. Attorney at Law as legal counsel for B2 Digital, Inc. an additional Ten-Thousand Dollars ($10,000) will be used to pay part of Invoice No. 1919 to Manhattan Transfer Registrar Company. This Resolution further Approved and authorized the Secretary of B2 Digital Ernest G. McKay to make the wire transfers to Wani I. Manly P.A. and to Manhattan Transfer Registrar Company in the amount listed in this Resolution.

This Resolution further approved and authorized the issuance of a Promissory Note to Good Hunting Inc. in the amount of Twenty-One Thousand Dollars ($21,000) to cover this loan and the first loan of Six-Thousand Dollars ($6,000) authorized on March 17, 2015. The promissory note will contain language to allow a 50% discount as a debt conversion to restricted stock under Rule 144. Number of shares to be issued will be covered on the past five days of trading once the option to convert said note has been received in writing from Good Hunting, Inc. **Note:** ***The note listed, as of this reporting has not been issued.***

April 27, 2015, B2 Digital, Inc. Retains Wani I. Manly PA of Miami as Legal Counsel

On April 27, 2015, B2 Digital, Inc., CEO Paul D.H. LaBarre signed the engagement letter to retain the services of Wani I. Manly P.A. as legal counsel to represent B2 Digital in all outstanding legal security matters.

April 27, 2015, B2 Digital, Inc. Approval & Authorization for CEO Paul LaBarre to use funds from loan

On, April 27, 2015, B2 Digital, Inc., Board of Directors did Approval and Authorize CEO Paul D.H. LaBarre to use fund from the loan from Good Hunting Inc. in the amount of Six-Thousand Dollars ($6,000) for the purpose of paying OTC Markets fees and additional fees involved in bringing B2 Digital back to Current information.

April 27, 20156, B2 Digital, Inc. files application for renewed Membership in OTC Markets.

On April 27, 2015, B2 Digital, Inc. CEO Paul D.H. LaBarre signed the Application for renewed Membership in OTC Markets; the application and the payment were made the same day.

April 27, 2015, B2 Digital, Inc. Approval & Authorization to accept the Resignation of Atonn Muhammad as President & Director

On April 27, 2015, B2 Digital, Inc. Board of Directors did Approve and Authorize to accept the resignation of Atonn Muhammad as President and Director of B2 Digital, Inc. of the B2 Digital, Inc. Board of Directors. It appears that in working with The Real Hip Hop Network Mr. Muhammad has little time for other projects. All of the members of the B2 Digital, Inc. Board of Director's wish Mr. Muhammad

great success in moving forward with The Real Hip Hop Network. B2 Digital, Inc. will continue to help in this project to any manner that is available to B2 Digital.

May 27, 2015, B2 Digital, Inc. Signs Confidentiality and Non-Circumvention Agreement with Ecofuel Technologies of Phoenix.

On May 27, 2015, B2 Digital, Inc. signed Confidentiality and Non-Circumvention Agreement with Ecofuel Technologies based in Phoenix, Arizona. A meeting has been set for discussions as to how B2 Digital, Inc. can best assist Ecofuel Technologies in moving forward with their product line. Once the meeting has taken place a report will be made to the full board for further discussions and the possible involvement of B2 Digital, Inc.

May 28, 2015, B2 Digital, Inc. Signs Confidentiality and Non-Circumvention Agreement with Discover TV – Williams Visitors Channel of Kingman, Arizona

On May 28, 2015, B2 Digital, Inc. signed a Confidentiality and Non-Circumvention Agreement with Discover TV – Williams Visitors Channel of Kingman, Arizona. The first meeting took place today and offered several concepts that could be useful to both sides. A basic proposal will be worked up and presented to the B2 Digital, Inc. Board of Directors for final approval. It will then be presented to the owners of Discover TV.

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
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 Asset, etc. Yes
viii. Defaults – No
ix. Major changes 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. has been 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 and Associates because of violations of PCAOB rules and auditing standards in auditing the financial statements. PCAOB rules and quality control, 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. B2 Digital, Inc. is currently working to engage a new PCAOB approved auditing firm.

xiii. Yes legal proceedings – Two Members of the B2 Digital, Inc. Board of Directors have had a type of conviction in the past five years.B2 Digital, Inc. 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 not been unable to make the payments that had been agreed upon in the settlement. To date Paul LaBarre and Ernest McKay have paid several thousand dollars off the Judgement to DirecTV. Ernest McKay has been released from the Judgment by DirecTV. Hotel Movie Network as a company has been dissolved. To date Paul LaBarre has not been release from the remaining balance of the Judgement.

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

xv. B2 Digital, Inc. is are currently conducting operations.

xvi. B2 Digital, Inc. is not a shell company.

xvii. Subsidiary — Castle Creek International is not included in financial statements. Corporation held in HG for future reference should B2 Digital, Inc. move back into the mining Industry.

xviii. Real Hip Hop Network – not included in the financial statements. Television Hip Hop programming has started to be broadcast in 2014. Currently there is no fee for receiving this programming.

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

xx. We see no effect of existing or probable government regulations on our business.

xxi. We have spent several thousand dollars on research and development during the past six years. This cost has been born by the B2 Digital, Inc.

xxii. There is no current cost to company with local state and federal laws because of this there has been no effect on B2 Digital, Inc. as a company.

xxiii. There are three (3) full time employees.

xxiv. Top Twelve Shareholders of common stock as of 03-31-2015: Information has been provided by reports from Manhattan Transfer Registrar Company. Carry over from 03-31-2014 and 03-31-2013 with no changes in shareholder.

	Name	Shares	Owners
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	12.42
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 Systems, Inc.	2,312.750	0.072
11.	Andy Georgens	2,080,000	0.113
12.	International Cable Equipment	500,000	0.027

ITEM IX: NATURE OF PRODCUTS OR SERVICES OFFERED – NOTE 1

B2 Digital, Inc. is a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital, Inc. has also recently ventured into the on-line publishing industry. B2 Digital, Inc. 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, Inc. primarily provided services under long-term contracts. In the past B2 Digital, Inc. 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, Inc. 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).

1. Distribution is via Cable, Satellite and Wireless Broadband for all services.
2. Status Quo on all projects.
3. Our main competitor in the delivery of cable programming to hotels was Lodgenet. In moving forward, we at B2 Digital, Inc. are concentrating on broadband delivery of all programming. Under the new program we are working with the Real Hip Hop Network where there will be other means of distribution for Video Services into the Cable, Internet and the hospitality Industry.
4. Yes dependence on major customers. With the launch of the Real Hip Hop Network (RHN) on DirecTV we will have 20 million households.
5. Later with the Launch of Dish network an additional 15 million households and later with Comcast another 40 million households; which should give a base of 75 million households for viewing of the RHN programming. B2 Digital, Inc. 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 B2 Digital, (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

B2 Digital, Inc. has moved out of the facility at 1030 S. Mesa Dr. Mesa, Arizona 85210. By dissolving Hotel Movie Network the need for storage has been removed. All of the corporation work is currently being handled by Paul LaBarre and Rodney Hunt out of their residence. B2 Digital, Inc. is currently looking for a facility of greater size (6,000 square ft.) to have the future plans of the B2 Digital, Inc. The Board of Directors of B2 Digital, Inc. believe that in the near future a much larger facility will be required to handle all of the 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 D. H. 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 35 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, Inc. 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

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 400,000,000 Shares of restricted Rule 144 Common Stock

Series A Convertible 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 220,000,448 Shares of restricted Rule 144 Common Stock
Series A Convertible

Stephane Lablanc
1030 S. Mesa Drive
Mesa, Arizona 85210 200,000,000 Share of restricted Rule 144 Common Stock

Marcia Pearlstein
1030 S. Mesa Drive
Mesa, Arizona 85210 100,264,021 Shares of restricted Rule 144 Common Stock

Wilma Saint Louis
1030 S. Mesa Drive
Mesa, Arizona 85210 95,000,000Shares of restricted Rule 144 Common Stock

Two members of the B2 Board of Directors have had a conviction in the past five years. B2 Digital, Inc. 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. Paul LaBarre and Ernest G. McKay were in turned offered a plea agreement. Both plead guilty and received five years' probation with restitution.

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, Inc. Board of Directors that was sold to Cimarron Group in March of 2009. By the purchase of this note B2 Digital, Inc. 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 "Abstained" on issuance of restricted shares under Rule 144 of common stock to Paul LaBarre for settlement of back salary. Board of Director Resolution 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, Inc. Also in the resolution was the issuance of a signing bonus of 5,000,000 shares of restricted common stock in B2 Digital, Inc. 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. To be 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 AND STATEMENTS FOR THE ISSUER'S MOST RECENT FISCAL PERIOD – NOTE 2

We adopted FASB Statement No.154, *Accounting Changes and Error Corrections.* This Statement provided guidance on accounting for and reporting of accounting changes error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transaction requirements specific to the newly adopted accounting principle. This Statement also provides for determining whether

retrospective application is impracticable. This Statement also provides for determining 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. **(None Noted)**

The Un-audited financial statements for the issuer as of March 31, 2015 are hereby incorporated by reference in this filing and attached as exhibit i. Pages 37, 38, 39. The Un-audited financial statements for the issuer of December 31, 2014 are hereby incorporated by reference in this filing and attached as exhibit ii, Pages 40, 41, 42. The Un-audited financial statements for the issuer of September 30, 2014 are hereby incorporated by reference in this filing and attached as exhibit iii, Pages 43, 44, 45. The Un-audited financial statements for the issuer of June 30, 2014 are hereby incorporated by reference in this filing and attached as exhibit iv, Pages 46, 47, 48.

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 attached as listed:
The Un-audited financial statements for the issuer as of March 31, 2014 are hereby incorporated by reference in this filing and attached as exhibit v. Pages 49, 50, 51. The Un-audited financial statements for the issuer as of December 31, 2013, are hereby incorporated by reference in this filing and attached as exhibit vi. Pages 52, 53, 54. The Un-audited financial statements for the issuer as of September 30, 2013, are hereby incorporated by reference in this filing and attached as exhibit vii, Pages 55, 56, 57 & 58. The Un-audited financial statements for the issuer of June 30, 2013 are hereby incorporated by reference in this filing and attached as exhibit viii, Pages 59, 60, 61, & 62. The Un-audited financial statements for the issuer of March 31, 2013 are hereby incorporated by reference in this filing and attached as exhibit ix, Pages 63, 64, 65.

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

The significant accounting policies of the Company are as follows.

Accounting Method

The accompanying unaudited financial statements have been prepared assuming that the Company will continue as a going concern. For the six months ending March 31, 2015, the Company had a net loss of $1,952.04 and in the year ended March 31, 2014 the Company had a "Bad Debit Write off" of $153,539.91, with additional legal fees of $29,828.43. 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 through various financing activities.

The Company intends on financing its future development activities and its working capital needs largely with similar financing sources, including term notes, until sauch time that funds provided by operations are sufficient to fund its working capital

requirements. The financial statements of the company do ot include any adjustments for the recoverability and classification of recorded assets, ot amounts and classifications of liabilities that might be necessary should the Company be unable to continue as a going concern

Cash Transactions.
A loan from Good Hunting Inc, in the amount of $21,000, occurred in the last six months of this issuers reporting period.

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

Use of Estimate.
The preparation of financial statements in conformity with generally accepted accounting principles requires, management to make estimates and assumptions that effect 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 charged to operations as incurred. Betterments and renewals are capitalized. When property and equipment are sold of 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 Taxes.
The Company files and pays its taxes based on yearly profits. There are no deferred taxes.

NOTE 4 – DEBT
The Company has been dependent to a large extent on equity financing to sustain its operations. As of March 31, 2015, the Company's aggregate long term debt in the form principally of convertible promissory notes to third party entities and individuals, totaled $173,547.31, including interest to date.

ITEM XIV BENEFICIAL OWNERS

Top Twelve Shareholders of common Stock as of 03-31-15: Information provided

by Manhattan Transfer Registrar Company. Information carried over from 2014 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. Pearlstien	100,000.000	4.082%
9.	Wilma Saint Louis	95,000.000	2.950%
10.	United Business Systems, Inc.	2,312.750	0.072%
11.	Andy Georgens	2,080.000	0.113%
12.	International Cable Equipment	500,000	0.027%

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			
Balance as of October 8, 2009	37,379.018	$2,978.000	$ -
Dividends on common shares			
Net income for period ending December 31, 2009			$ 20,828.11
Balance as of December 31, 2009	37,397.018	$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 Shares to be issued in May 2010	8,000,000,000	-$2,480,000.00	-
Shares of common stock issued for Coast Communications Inc. Limited Assignment agreement 2010, $.0062 Per Share, March 2010, 50% discounted			
Shares to be issued into May 2010	-200,000,000	-$1,240,000,000	-

NOTE: Issue Date Moved to July 2010

Net income for period ending	_____	_____	$ -
Balance, June 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 issue for Coast Communications, Inc. Limited Assignment Agreement 2010, $.0062 Per Share, March 2010, 50% Discounted	200,000,000	$1,240,000,000	$ -
A 10% Dividend for Shareholder Record on November 5, 2010	232,488,378	$ 141,322.31	-
Net income for period ending Balance, December 31, 2010	3,074,867,388	$15,625,118.10	-
Share Exchange Agreement 2011 $.0009 per Share, January Shares of 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	-
Net income for period ending Balance, January 8, 2011	4,274,867,388	$16,000,675.74	-
Cancellation of Castle Creek Share 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	-
Net income for period ending Balance, January 18, 2011	2,474,867,388	$ 4,840,673.74	-
Stock Exchange Agreement 2011 $.0003 per share, January 2011 Shares of common stock issued for Castle Creek International, Inc.	400,000,000	$ 133, 333.33	-
Stock Exchange Agreement 2011 38 Mining Claims, Agreement 2011 $.0003 per share, January2011 Shares of common stock issued for			

Stephane Leblanc–Firm Gold, Inc.	200,000,000	$ 66,666.66	-
Sino-Can, Agreement 2011 $.0003 per share, February 2011 Shares of common stock issued for Wilma Saint Lewis	95,000,000	$ 31,666.66	-
Robert Russell Settlement $.0005 per share, August 2011 Shares of common stock issued for Robert Russell	400,000,000	$ 200,000.00	-
Inter Global International, LLC Funding Agreement, August 2011 Shares of common stock issued for Tristan V. Stonger, MD	250,000,000	$ 125,000.00	-
Balance, December 31, 2011	4,219,867,388	$5,597,340.39	-
Balance, March 31, 2012	4,219,867,388	$5,597,340.39	-
Balance, March 31, 2013	4,219,867,388	$5,597,340.39	-
Balance, March 31, 2014	4,219,867,388	$5,597,340.39	
Net income for period ending Balance, March 31, 2015	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 further note during the year of 2015 there have been no changes in the shares and no additional shares have been issued.

The un-audited financial statements for the issuer as of March 31, 2015, are hereby incorporated herein by reference and can be found as exhibit i. Pages 37, 38, 39.

The un-audited financial statements for the issuer as of March 31, 2014, are hereby incorporated herein by reference and can be found as exhibit v. Pages 49, 50, 51.

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.

Good Hunting – Tamara J. Hunt – 1112 W. Farmdale Ave, Mesa, Arizona 85210

Phone: 480-758-8402 tamara.hunt@goodhunting.biz

ITEM XVI MANAGEMENTS DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

Company Overview-Plan of Operation

B2 DIGITAL, INC. COMPANY OVERVIEW March 31, 2015

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital, Inc. has also recently ventured into the on-line publishing industry. B2 Digital, Inc. 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, Inc. primarily provides services under long-term contracts. B2 Digital, Inc. 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, Inc. 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, Inc. shareholder another opportunity for value in the minerals that become available from the claims currently held. B2 Digital, Inc. 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, Inc. 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, Inc. 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, Inc. 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, Inc. 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, Inc. to bring to our shareholders a strong return on their investment. With the many areas of development that B2 Digital, Inc. 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, Inc. 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 Dish Network and for 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 RHN Master Control in Silver Springs, MD to the uplink facility of Dish Network in Gilbert, Arizona and DirecTV in Los Angeles, California. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on June 2012, disclosure, Exhibit 10.1, pages 1 &2.

i. Under our current operations B2 Digital, Inc. 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, Inc. 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, Inc. 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, Inc. 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, Inc. 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. B2 Digital, Inc. is currently working on the development of software for play back in a network.

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, Inc. were to continue in the Pay Per View world of the Hotel market. B2 Digital, Inc. will no longer be working in the Hotel markets for Pay Per View. 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, Inc. 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. B2 Digital, Inc. has felt the drop in revenue and for this reason will not continue working in the Hotel Markets. B2 Digital, Inc. has started to offer security services to several markets such as camera's and internet access. Other than a couple of legal matters B2 Digital, Inc. has not had an unexpected loss in revenue. Reviewing the financials of B2 Digital, Inc. through the offering of Wireless Internet has had a drop of revenue the past two years. In 2014 B2 Digital, Inc. closed the year with a net income of -$153,539.91. In 2015 B-2 Digital, Inc. had a major decrease in income for the year by closing with a net income of -$1,952.07. One major reason to the decrease was the purchase of new equipment for the Wireless services. Also do to the drop of the mining projects. B2 Digital, Inc. 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, Inc. 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 substantially increase and offset any short falls of the WiMax network.

Interim Periods

Closing year 2015 B2 Digital was totally relying on WiMax as a source of income. As B2 Digital, Inc. 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) 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, Inc. held ownership in were sold. It is now felt that B2 Digital, Inc. 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, Inc. will become a major player as a programming provider.BY adding the software play back systems B2 Digital, Inc. will be able to offer a better programming platform to the viewer.

PART E ISSUANCE HISTORY

ITEM XVII LIST OF SECURITIES OFFERINGS AND SHARES ISSUED FOR SERVICE IN THE PAST FOUR YEARS AND SUBSEQUENT EVENT –NOTE - 5

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, Inc. for 10% of the ownership in SSM Media Ventures.

Under the terms of this agreement B2 Digital, Inc. would issue 500 million shares of B2 Digital, Inc. 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, Inc. 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, Inc. 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, Inc. Board of Directors 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.octmarkets.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, Inc. 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, Inc. 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, Inc. was to pay two of $30,000 dollars for the 38 claims; because B2 Digital, Inc. 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, Inc. was to pay two of $30,000 dollars for the 38 claims; because B2 Digital, Inc. 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, Inc. 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, Inc. for the company "Sino-Can Industrial Holding Group, Ltd". In attendance shareholders representing 60% of the ownership in B2 Digital, Inc. agreed to settle the negotiations that had been set up by the B2 Digital; Inc. 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 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 B2 Digital, Inc.) Was then approved by the Board of Directors. In this Master Asset Purchase Agreement 1,000,000,000 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, Inc. 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

B2 Digital, Inc. Board of Director and C.E.O. Paul D.H. LaBarre accepted three letter of proposal from past Chairman of B2 Digital, Inc. for settlement of outstanding debt owed to Robert Russell. B2 Digital, Inc. 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, Inc. as a consultant. All three issues have been accepted by B2 Digital, Inc. 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 18, 2011

The B2 Digital, Inc. 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, Inc. 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, Inc. Board of C.E.O. & Director Paul D.H. LaBarre with Major Shareholders has 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.octmarkets.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, Inc. stock for $2,050,011.82. As a part of this merger B2 Digital, Inc. 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, Inc. three-Hundred Million (300,000,000) shares of common stock of B2 Digital, Inc. 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, Inc. 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, Inc. 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, Inc. Under the terms of the agreement B2 Digital, Inc. will be working with Mt. Dora Estates in a joint venture project. To be 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, Inc. 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

This project has failed due to the lack of funding.

Updated Balance Sheet for past Year-End filings.

B2 Digital, Inc. 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. To be incorporated herein by reference, to be found on www.otcmarkets.com Posted on, June 13, 2015, in the December 31, 2013 Quarterly Report. Pages 4, 5, & 6.

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, Inc. will be handled by Castle Creek International Corporation. To be incorporated herein by reference, to be found on, www.otcmarkets.com. Posted on, January 18, 2011, disclosure, Exhibit 10.3, page 6. B2 Digital has with the sale of the claims, feel this is the wrong area for the Company to continue working in.

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 Because of these issues B2 Digital, Inc. Board of Directors feel that this area of the Business world should be left to others with a great deal of experience.

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, Inc. 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

The Un-audited financial statements for the issuer as of March 31, 2015 are hereby incorporated by reference in this filing and attached as exhibit i., Pages 37, 38, 39. The Un-audited financial statements for the issuer as of December 31, 2014 are hereby incorporated by reference in this filing and attached as exhibit ii., Pages 40, 41, 42. The Un-audited financial statements for the issuer as of September 30, 2014 are hereby incorporated by reference in this filing and attached as exhibit iii., Pages 43, 44, 45.The Un-audited financial statements for the issuer of June 30, 2014 are hereby incorporated by reference in this filing and attached as exhibit iv, Pages 46, 47, 48. The Un-audited financial statements for the issuer as of March 31, 2014 are hereby incorporated by reference in this filing and attached as exhibit v. Pages 49, 50, 51, 52. The Un-audited financial statements for the issuer of December 31, 2013 are hereby incorporated by reference in this filing and attached as exhibit vi, Pages 53, 54, 55, 56. The Un-audited financial statements for the issuer of September 30, 2013 are hereby incorporated by reference in this filing and attached as exhibit vii, Pages 57, 58, 59, & 60. The Un-audited financial statements for the issuer of June 30, 2013 are hereby incorporated by reference in this filing and attached as exhibit viii, Pages 61, 62, 63, & 64. The Un-audited financial statements for the issuer of March 31, 2013 are hereby incorporated by reference in this filing and attached as exhibit ix, Pages 65, 66, 67.

NOTES TO – FINANCIALS STATEMENTS, Page 68

ITEM XIX ARTICLES OF INCROPORATION AND BYLAWS

B2 Digital, Inc. Articles of Incorporation and Bylaws, which are incorporated herein by reference, to be found on **www.otcmarkets.com** Posted: September 25, 2009

ITEM XXI ISSUER'S CERTIFICATIONS

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

1. I have reviewed this disclosure statement dated March 31, 2015, of B-2 Digital Corporation;

2. To the best of 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, 2015

/S/ Paul D.H. LaBarre
Paul D.H. LaBarre, President & CEO

Exhibit i

B2 Digiital
Balance Sheet
As of March 31, 2015

	Mar 31, 15
ASSETS	
Current Assets	
Other Current Assets	
Inventory Asset	285,869.17
Media 1 Stock	14,500.00
RHN Stock	600.00
Total Other Current Assets	300,969.17
Total Current Assets	300,969.17
Fixed Assets	
Accum. Deprec. E & M	-31,593.26
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	-25,660.37
TOTAL ASSETS	**275,308.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Other Current Liabilities	
Accrued Liabilities	16,463.00
Ernerst McKay	97,376.15
Good Hunting	21,000.00
Total Other Current Liabilities	134,839.15
Total Current Liabilities	163,547.31
Long Term Liabilities	
Loan Payable to Coast	10,000.00
Total Long Term Liabilities	10,000.00
Total Liabilities	173,547.31
Equity	
Common Stock	25,000.00
Initial Acquisitions	103,245.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,986,098.98
Retained Earnings	-1,976,707.66
Total Equity	101,761.49
TOTAL LIABILITIES & EQUITY	**275,308.80**

B2 Digiital
Statement of Cash Flows
January through March 2015

	Jan - Mar 15
OPERATING ACTIVITIES	
Adjustments to reconcile Net Income to net cash provided by operations:	
Good Hunting	21,000.00
Net cash provided by Operating Activities	21,000.00
FINANCING ACTIVITIES	
Initial Acquisitions	-21,000.00
Net cash provided by Financing Activities	-21,000.00
Net cash increase for period	0.00
Cash at end of period	**0.00**

B2 Digiital
Profit & Loss
April 2014 through March 2015

	Apr '14 - Mar 15
Ordinary Income/Expense	
Income	
Equipment Sales	1,952.04
Total Income	1,952.04
Gross Profit	1,952.04
Expense	
Professional Fees	
Legal Fees	1,952.04
Total Professional Fees	1,952.04
Total Expense	1,952.04
Net Ordinary Income	0.00
Net Income	**0.00**

Exhibit ii

B2 Digiital
Balance Sheet
As of December 31, 2014

	Dec 31, 14
ASSETS	
Current Assets	
Other Current Assets	
Inventory Asset	285,869.17
Media 1 Stock	14,500.00
RHN Stock	600.00
Total Other Current Assets	300,969.17
Total Current Assets	300,969.17
Fixed Assets	
Accum. Deprec. E & M	-31,593.26
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	-25,660.37
TOTAL ASSETS	**275,308.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Other Current Liabilities	
Accrued Liabilities	16,463.00
Ernerst McKay	97,376.15
Total Other Current Liabilities	113,839.15
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
Equity	
Common Stock	25,000.00
Initial Acquisitions	124,245.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,986,098.98
Retained Earnings	-1,976,707.66
Total Equity	122,761.49
TOTAL LIABILITIES & EQUITY	**275,308.80**

B2 Digiital
Statement of Cash Flows
October through December 2014

	Oct - Dec 14
Cash at end of period	0.00

B2 Digiital
Profit & Loss
October through December 2014

	Oct - Dec 14
Net Income	0.00

Exhibit iii

B2 Digiital
Balance Sheet
As of September 30, 2014

	Sep 30, 14
ASSETS	
Current Assets	
Other Current Assets	
Inventory Asset	285,869.17
Media 1 Stock	14,500.00
RHN Stock	600.00
Total Other Current Assets	300,969.17
Total Current Assets	300,969.17
Fixed Assets	
Accum. Deprec. E & M	-31,593.26
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	-25,660.37
TOTAL ASSETS	**275,308.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Other Current Liabilities	
Accrued Liabilities	16,463.00
Ernerst McKay	97,376.15
Total Other Current Liabilities	113,839.15
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
Equity	
Common Stock	25,000.00
Initial Acquisitions	124,245.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,986,098.98
Retained Earnings	-1,976,707.66
Total Equity	122,761.49
TOTAL LIABILITIES & EQUITY	**275,308.80**

B2 Digiital
Statement of Cash Flows
July through September 2014

	Jul - Sep 14
Cash at end of period	0.00

B2 Digiital
Profit & Loss
July through September 2014

	Jul - Sep 14
Net Income	0.00

B2 Digiital
Balance Sheet
As of June 30, 2014

Exhibit iv

	Jun 30, 14
ASSETS	
Current Assets	
Other Current Assets	
Inventory Asset	285,869.17
Media 1 Stock	14,500.00
RHN Stock	600.00
Total Other Current Assets	300,969.17
Total Current Assets	300,969.17
Fixed Assets	
Accum. Deprec. E & M	-31,593.26
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	-25,660.37
TOTAL ASSETS	**275,308.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Other Current Liabilities	
Accrued Liabilities	16,463.00
Emerst McKay	97,376.15
Total Other Current Liabilities	113,839.15
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
Equity	
Common Stock	25,000.00
Initial Acquisitions	124,245.79
Inventory Allowance	-220.62
Mining Property Interests	-35,655.00
Paid in capital	1,986,098.98
Retained Earnings	-1,976,707.66
Total Equity	122,761.49
TOTAL LIABILITIES & EQUITY	**275,308.80**

B2 Digiital
Statement of Cash Flows
April through June 2014

	Apr - Jun 14
Cash at end of period	0.00

B2 Digiital
Profit & Loss
April through June 2014

	Apr - Jun 14
Net Income	0.00

Exhibit v

B2 Digiital
Balance Sheet
As of March 31, 2014

	Mar 31, 14
ASSETS	
Current Assets	
Other Current Assets	
Inventory Asset	285,869.17
Media 1 Stock	14,500.00
RHN Stock	600.00
Total Other Current Assets	300,969.17
Total Current Assets	300,969.17
Fixed Assets	
Accum. Deprec. E & M	-31,593.26
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	-25,660.37
TOTAL ASSETS	**275,308.80**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	28,708.16
Total Accounts Payable	28,708.16
Other Current Liabilities	
Accrued Liabilities	16,463.00
Emerst McKay	97,376.15
Total Other Current Liabilities	113,839.15
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
Equity	
Common Stock	25,000.00
Initial Acquisitions	124,245.79
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	-205,447.69
Total Equity	122,761.49
TOTAL LIABILITIES & EQUITY	**275,308.80**

B2 Digiital
Statement of Cash Flows
April 30, 2013 through March 31, 2014

	Apr 30, '13 - Mar 31, 14
OPERATING ACTIVITIES	
Net Income	-205,447.69
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	347,661.62
Bad Debt Allowance	-218,655.35
Employee Advances	3,592.53
Inventory Asset	2,041,403.65
Inventory Asset Valuation Allow	-2,041,403.65
Loan to	18,738.00
Media 1 Stock	-14,500.00
RHN Stock	-600.00
American Express	-2,990.24
American Express Business Gold	623.85
Customeer Deposit	-629.74
Ernerst McKay	47,376.15
Paul LaBarre	-48,000.00
Retainers	-1,125.77
Net cash provided by Operating Activities	-73,956.64
INVESTING ACTIVITIES	
Accum. Deprec. E & M	-886,658.97
Equipment & Machinery	357,282.06
Field Test Equipment:FTG	23,939.97
Field Test Equipment:PPV	9,865.69
Leasehold Improvements	29,485.46
Office Equipment	7,763.43
Office Equipment:Computer	17,644.52
Hotel Movie Express Equipment	470,163.30
Net cash provided by Investing Activities	29,485.46
FINANCING ACTIVITIES	
Free To Guest Deposit Account	-7,588.70
Initial Acquisitions	15,100.00
Paid in capital	3,619.98
Net cash provided by Financing Activities	11,131.28
Net cash increase for period	-33,339.90
Cash at beginning of period	33,339.90
Cash at end of period	0.00

B2 Digiital
Profit & Loss
April 30, 2013 through March 31, 2014

	Mar 14
Ordinary Income/Expense	
Income	
Equipment Sales	3,000.00
Sales	4,406.11
Total Income	7,406.11
Gross Profit	7,406.11
Expense	
Bad Debt Write off	153,539.91
Office and Storage Expences	29,485.46
Professional Fees	
Legal Fees	29,828.43
Total Professional Fees	29,828.43
Total Expense	212,853.80
Net Ordinary Income	-205,447.69
Net Income	**-205,447.69**

B2 Digiital
Profit & Loss
January 2014 through March 2014

	Jan. '14 - Mar 14
Ordinary Income/Expense	
Income	
Equipment Sales	3,000.00
Sales	4,406.11
Total Income	7,406.11
Gross Profit	7,406.11
Expense	
Bad Debt Write off	153,539.91
Office and Storage Expences	29,485.46
Professional Fees	
Legal Fees	29,828.43
Total Professional Fees	29,828.43
Total Expense	212,853.80
Net Ordinary Income	-205,447.69
Net Income	**-205,447.69**

Exhibit vi

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
Statement of Cash Flows
October through December 2013

	Oct - Dec 13
OPERATING ACTIVITIES	
Net Income	-203,244.69
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	345,458.62
Bad Debt Allowance	-218,655.35
Employee Advances	3,592.53
Loan to	18,738.00
American Express	-2,990.24
Customeer Deposit	-629.74
Emerst McKay	48,000.00
Paul LaBarre	-48,000.00
Retainers	-1,125.77
Net cash provided by Operating Activities	-58,856.64
INVESTING ACTIVITIES	
Accum. Deprec. E & M	-416,495.67
Equipment & Machinery	357,282.06
Field Test Equipment:FTG	23,939.97
Field Test Equipment:PPV	9,865.69
Leasehold Improvements	29,485.46
Office Equipment	7,763.43
Office Equipment:Computer	17,644.52
Net cash provided by Investing Activities	29,485.46
FINANCING ACTIVITIES	
Free To Guest Deposit Account	-7,588.70
Paid in capital	3,619.98
Net cash provided by Financing Activities	-3,968.72
Net cash increase for period	-33,339.90
Cash at beginning of period	33,339.90
Cash at end of period	0.00

B2 Digiital
Profit & Loss
October 2013 through December 2013

	Oct. - 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

B2 Digiital
Balance Sheet
As of September 30, 2013

Exhibit vii

	Sep 30, 13
ASSETS	
Current Assets	
Checking/Savings	
Bank Non-Cash Deposit Correctio	-15.09
Bank Of America - Construction	214.60
Castle Creek Bank	1,069.75
Office Petty Cash Account	43.97
S.T. Trust	32,026.67
Total Checking/Savings	33,339.90
Accounts Receivable	
Accounts Receivable	347,661.62
Total Accounts Receivable	347,661.62
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	470,545.87
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
TOTAL ASSETS	**474,370.96**
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

B2 Digiital
Balance Sheet
As of September 30, 2013

	Sep 30, 13
Other Current Liabilities	
Accrued Liabilities	16,463.00
Customeer Deposit	629.74
Ernerst McKay	50,000.00
Paul LaBarre	48,000.00
Retainers	1,125.77
Total Other Current Liabilities	116,218.51
Total Current Liabilities	147,293.06
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	164,881.76
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	-1,771,259.97
Total Equity	309,489.20
TOTAL LIABILITIES & EQUITY	474,370.96

B2 Digiital
Statement of Cash Flows
July through September 2013

	Jul - Sep 13
Cash at beginning of period	33,339.90
Cash at end of period	33,339.90

B2 Digiital
Profit & Loss
July through September 2013

	Jul - Sep 13
Net Income	0.00

Exhibit viii

B2 Digiital
Balance Sheet
As of June 30, 2013

	Jun 30, 13
ASSETS	
Current Assets	
Checking/Savings	
Bank Non-Cash Deposit Correctio	-15.09
Bank Of America - Construction	214.60
Castle Creek Bank	1,069.75
Office Petty Cash Account	43.97
S.T. Trust	32,026.67
Total Checking/Savings	33,339.90
Accounts Receivable	
Accounts Receivable	347,661.62
Total Accounts Receivable	347,661.62
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	470,545.87
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
TOTAL ASSETS	**474,370.96**
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

B2 Digiital
Balance Sheet
As of June 30, 2013

	Jun 30, 13
Other Current Liabilities	
Accrued Liabilities	16,463.00
Customeer Deposit	629.74
Emerst McKay	50,000.00
Paul LaBarre	48,000.00
Retainers	1,125.77
Total Other Current Liabilities	116,218.51
Total Current Liabilities	147,293.06
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	164,881.76
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	-1,771,259.97
Total Equity	309,489.20
TOTAL LIABILITIES & EQUITY	474,370.96

B2 Digital
Statement of Cash Flows
April through June 2013

	Apr-Jun 13
OPERATING ACTIVITIES	
Net Income	25.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-25.00
Net cash provided by Operating Activities	0.00
Net cash increase for period	0.00
Cash at end of period	**0.00**

B2 Digiital
Profit & Loss
April through June 2013

	Apr - Jun 13
Net Income	0.00

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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**

B2 Digital
Profit & Loss
April 2012 through March 2013

	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**

NOTES TO – FINANCIAL STATEMENTS

We adopted FASB Statement No.154, *Accounting Changes and Error Corrections.* This Statement provided guidance on accounting for and reporting of accounting changes error corrections. It establishes, unless impracticable, retrospective application as the required method for reporting a change in accounting principle in the absence of explicit transaction requirements specific to the newly adopted accounting principle. This Statement also provides for determining whether retrospective application is impracticable. This Statement also provides for determining 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. **(None Noted)**