B2 DIGITAL INCORPORATED

ISSUER INFORMATION AND QUARTERLY STATEMENT

December 31, 2015

OTC Pink Basic Disclosure Guidelines

1) Name of the issuer and its predecessors (if any)

B2 Digital, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: **3177 E. Redfield Rd.**
Address 2: **Gilbert, Arizona 85234**
Address 3:
Phone: **602-625-7653**
Email: **paul_labarre@b2digital.us**
Website(s): **www.b2digital.us**

IR Contact
Address 1: **Rodney P. Hunt**
Address 2: **3177 E. Redfield Rd.**
Address 3: **Gilbert, Arizona 85234**
Phone: **602-625-7653**
Email: **paul_labarre@b2digital.us**
Website(s): **www.b2digital.us**

3) Security Information

Trading Symbol: **BTDG**
Exact title and class of securities outstanding: **Common**
CUSIP: **11777J304 (176)**
Par or Stated Value: **$0.01**
Total shares authorized: **5,000,000,000** as of: **12-31-2015**
Total shares outstanding: **4,219867.388** as of: **12-31-2015**

Additional class of securities (if necessary):
Trading Symbol: _____
Exact title and class of securities outstanding: _____
CUSIP: _____
Par or Stated Value: _____
Total shares authorized: _____ as of: _____
Total shares outstanding: _____ as of: _____

Transfer Agent
Name: **Manhattan Transfer Registrar Company**
Address 1: **57 Eastwood Road**
Address 2: **Miller Place, New York 11764**
Address 3:
Phone: **631-828-8234**
Is the Transfer Agent registered under the Exchange Act?* Yes: **X**☐ No: ☐

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

N/A

Describe any trading suspension orders issued by the SEC in the past 12 months.

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

Note: There has been no major changes in shares issued by issuer in the past two fiscal years.

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

N/A

B. Any jurisdictions where the offering was registered or qualified;

N/A

C. The number of shares offered;

N/A

D. The number of shares sold;

N/A

E. The price at which the shares were offered, and the amount actually paid to the issuer;

N/A

F. The trading status of the shares; and

N/A

G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

N/A

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

A. Balance sheet;
B. Statement of income;
C. Statement of cash flows;
D. Financial notes; and
E. Audit letter, if audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach/append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. **Quarterly Report for period ending December 31, 2015.**

The un-audited financial statements for the issuer as of December 31, 2015, are hereby incorporated herein by reference and can be found as exhibit I, Page 7, & 8.

The un-audited financial statements for the issuer as of September 30, 2015, are hereby incorporated herein by reference and can be found as exhibit ii, Pages 9 & 10.

The un-audited financial statements for the issuer as of June 30, 2015, are hereby incorporated herein by reference and can be found as exhibit iii, Pages 11 & 12.

NOTES TO – FINANCIAL STATEMENTS, PAGE 13.

Information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of its fiscal quarter-end date.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and Satellite services to the domestic lodging industry. B2Digital, Inc. has been a provider of communications, with wireless services, and internet services.

Note: For a fuller understanding of the overall operations of B2 Digital please refer to the past filing by B2 Digital, Inc. under the older format.

B. Date and State (or Jurisdiction) of Incorporation:

Delaware, June 3, 2004

C. the issuer's primary and secondary SIC Codes;

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

D. the issuer's fiscal year end date;

Fiscal year end - December

E. principal products or services, and their markets;

B2 Digital, Inc. offers services, such as design, installation and overall operations in the communications industry. The lodging Industry, (such as Hotel, RV Parks, Cruise Ships, Condos) gaming Industry, (such as race tracks, clubs, bars), Sports Industry (such as the Super Bowl 2008, Rodeos) Cable TV systems, design, construction, installation (such as hanging cable and fiber on poles, placing both underground, installation of Satellite dishes, Towers, hanging Off Air antennas). The markets are worldwide, B2 Digital has worked in Mexico, Canada, Puerto Rico and the Virgin Islands.

7) Describe the Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

N/A

8) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Paul D.H. LaBarre
Real Hip Hop Network – Atonn Muhammad CEO
Robert Russell
Tamara J. Hunt
T.S. McDermott
Tristan V. Stonger M.D.
Coast Communications, Inc. – Ernest G. McKay President

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

   Two members of the B2 Board of Directors have been convicted in the past five years. Paul D.H. LaBarre and Ernest G. McKay. Please refer to past posting for additional information.

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

   N/A

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   N/A

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

   N/A

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Paul D.H. LaBarre,	**3177 E. Redfield Rd.**	**Gilbert, AZ. 85234**	**619,149.167**	**19.228%**
Real Hip Hop Network,	**Atonn Muhammad CEO**	**3177 E. Redfield Rd. Gilbert, AZ. 85234**	**500,000.000**	**15,528%**
Robert Russell,	**3177 E. Redfield Rd.**	**Gilbert, AZ. 85234**	**400,120.001**	**12.4227%**
Tamara J. Hunt,	**3177 E. Redfield Rd.**	**Gilbert, AZ. 86234**	**400,000.000**	**12,422%**
T.S. McDermott,	**3177 E. Redfield Rd.**	**Gilbert, AZ. 85234**	**400,000.000**	**12.422%**

Note: At the request of above listed shareholder the corporate office has been listed for their contact information.

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Name: **Wani Iris Manly, Esquire**
Firm: **W. Manly P.A.**

Address 1: **1101 Brickell Ave, 8th. Floor, South Tower**
Address 2: **Miami, Florida 33131**
Phone: **786-366-1818**
Email: **wmanly@manlylaw.com**

Accountant or Auditor
Name: **Ernest G. McKay**
Firm:
Address 1: **3177 E. Redfield Rd.**
Address 2: **Gilbert, Arizona 85234**
Phone: **602-625-7653**
Email: **paul_labarre@b2digital.us**

Investor Relations Consultant
Name: **Rodney P. Hunt**
Firm:
Address 1: **3177 E. Redfield Rd.**
Address 2: **Gilbert, Arizona 85234**
Phone: **602-625-7653**
Email: **paul_labarre@b2digital.us**

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.
Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

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

1. I have reviewed this **December 31, 2015 Quarterly Report of; B2 Digital, Inc**.

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 31, 2015

"/s/ **Paul D.H. LaBarre** CEO

"/s/ **Ernest G. McKay** CFO

Exhibit i

10:58 AM
01/01/16
Accrual Basis

B2 Digiital
Balance Sheet
As of December 31, 2015

	Dec 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
Profit & Loss
October through December 2015

	Oct - Dec 15
Net Income	0.00

B2 Digiital
Statement of Cash Flows
October through December 2015

	Oct - Dec 15
Cash at end of period	0.00

Exhibit ii

4:36 AM
10/23/15
Accrual Basis

B2 Digital
Balance Sheet
As of September 30, 2015

	Sep 30, 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
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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
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Common Stock	25,000.00
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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**

4:35 AM
10/23/15
Accrual Basis

B2 Digiital
Profit & Loss
July through September 2015

	Jul - Sep 15
Net Income	0.00

4:36 AM
10/23/15

B2 Digiital
Statement of Cash Flows
July through September 2015

	Jul - Sep 15
Cash at end of period	0.00

Exhibit iii

7:06 AM
08/10/15
Accrual Basis

B2 Digiital
Balance Sheet
As of June 30, 2015

	Jun 30, 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**

7:04 AM
08/10/15
Accrual Basis

B2 Digital
Profit & Loss
April through June 2015

	Apr - Jun 15
Net Income	0.00

7:02 AM
08/10/15

B2 Digital
Statement of Cash Flows
April through June 2015

	Apr - Jun 15
Cash at end of period	0.00

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)