

September 26, 2016

OTC Markets Group, Inc.
304 Hudson Street
2nd Floor
New York, New York 10013

Re: Legal Opinion As To Adequate Current Information Available for Annual Report for B2 Digital, Inc. ("BTDG"), for the Fiscal Year Ending March 31, 2016, As Amended

Ladies and Gentlemen:

B2 Digital, Inc. (hereinafter "BTDG" or the "Company"), a Delaware Corporation, (hereinafter the "Issuer") has requested this law firm to issue an opinion as to its compliance with the Guidelines for Providing Adequate Current Information as published and proscribed by OTC Markets Group, Inc. (hereinafter "OTC Markets Group"), as well as other information relevant to its labeling of "Caveat Emptor" per Exhibit B, Items 14 and 15 of the Attorney Agreement by and between OTC Markets Group, Inc. and I as special corporate counsel. As such, OTC Markets Group is entitled to rely on such opinion in determining whether the Issuer has made adequate current information publicly available within the meaning of Rule 144(c).

To begin, I, the undersigned attorney, am a part-time U.S. resident, and the Issuer for the purpose of rendering this opinion and related matters has engaged my firm. This law firm has been engaged for the purpose of reviewing the current information supplied by the Issuer, but may be engaged as regular disclosure counsel. Furthermore, I am licensed to practice law in the State of Florida, and this opinion is limited to the laws of the United States of America. I am permitted to practice before the Securities and Exchange Commission and have not been prohibited from practice thereunder.

In rendering this opinion, I have examined such corporate records correspondence, and other documents and such questions of law as counsel considered necessary or appropriate for purposes of rendering this opinion, including but not limited to the following documents and correspondence:

(a) Shareholders' List of the Issuer as received from the Issuer's Transfer agent Manhattan Registrar Transfer Company, John Ahearn on January 28, 2016 and on September 22, 2016.

(b) The Issuer's company's information and filings published on the OTC Markets Group website including, but not limited to:

i) Quarterly Report- Updated Quarterly Report for Period End Date June 30, 2016 as published on OTC Disclosure & News Service on July 20, 2016;

ii) Updated Annual Report- Year End Disclosure & Information 2016 for Period End Date March 31, 2016 as published on OTC Disclosure & News Service on July 20, 2016;

iii) Quarterly Report- Updated Quarterly Disclosure Information & Update for Period End Date December 31, 2015 as published on OTC Disclosure & News Service on May 5 2016;

iv) Quarterly Report- Updated Quarterly Disclosure Information & Update for Period End Date December 31, 2015 as published on OTC Disclosure & News Service on April 28, 2016;

v) Quarterly Report- Updated Quarterly Disclosure Information & Update for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on March 23, 2016;

vi) Quarterly Report- Updated Quarterly Disclosure Information & Update for Period End Date September 30, 2015 as published on OTC Disclosure & News Service on March 23, 2016;

vii) Annual Report- Year End Disclosure & Information 2015 for Period End Date March 31, 2015 as published on OTC Disclosure & News Service on March 23, 2016;

viii) Quarterly Report- Quarterly Disclosure Information & Update for Period End Date June 30, 2015 (Updated) as published on OTC Disclosure & News Service on March 21, 2016;

ix) Quarterly Report- Quarterly Disclosure Information & Update for Period End Date September 30, 2015 (Updated) as published on

OTC Disclosure & News Service on March 21, 2016;

x) Quarterly Report- Quarterly Disclosure Information & Update for Period End Date December 31, 2015 (Updated) as published on OTC Disclosure & News Service on March 21, 2016;

xi) Quarterly Report- Updated Disclosure Information for Period End Date December 31, 2015 as published on OTC Disclosure & News Service on March 3, 2016;

xii) Original By-Laws of the Issuer posted as received by OTC Markets Group on February 3, 2016;

xiii) Articles of Incorporation of the Issuer posted as received by OTC Markets Group on February 3, 2016;

xiv) Annual Report- Year End Disclosure & Information 2015 for Period End Date March 31, 2015 as published on OTC Disclosure & News Service on January 7, 2016;

xv) Quarterly Report- 8-K Quarterly Report for Period End Date September 30, 2015 as published on OTC Disclosure & News Service on January 7, 2016;

xvi) Quarterly Report- 8-K Quarterly Report for Period End Date September 30, 2015 as published on OTC Disclosure & News Service on January 7, 2016;

xvii) Quarterly Report- 8-K Quarterly Report for Period End Date September 30, 2015 as published on OTC Disclosure & News Service on November 11, 2015;

xviii) Annual Report- Year End Disclosure & Information 2015 for Period End Date March 31, 2015 as published on OTC Disclosure & News Service on November 11, 2015;

xix) Quarterly Report- 8-K Quarterly Report Updated 2 for Period End Date December 31, 2014 as published on OTC Disclosure & News Service on September 12, 2015;

xx) Quarterly Report- 8-K Quarterly Report- (Corrected) for Period

End Date December 31, 2014 as published on OTC Disclosure & News Service on August 17, 2015;

xxi) Quarterly Report- 8-K Quarterly Report- September 30, 2013 (Corrected) for Period End Date September 30, 2013 as published on OTC Disclosure & News Service on August 17, 2015;

xxii) Quarterly Report- 8-K Quarterly Report- June 30, 2013 (Corrected) for Period End Date June 30, 2013 as published on OTC Disclosure & News Service on August 17, 2015;

xxiii) Annual Report- B2 Digital (Corrected) Year End Report for Period End Date March 15, 2015 as published on OTC Disclosure & News Service on August 14, 2015;

xxiv) Annual Report- B2 Digital (Corrected) Year End Report for Period End Date March 31, 2013 as published on OTC Disclosure & News Service on August 14, 2015;

xxv) Annual Report- B2 Digital (Corrected) Year End Report for Period End Date March 31, 2014 as published on OTC Disclosure & News Service on August 14, 2015;

xxvi) Quarterly Report- 8-K Quarterly Report Corrected for September 30, 2014 for Period End Date September 30, 2014 as published on OTC Disclosure & News Service on August 14, 2015;

xxvii) Quarterly Report- 8-K Corrected Quarterly Report for June 30, 2015 for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on August 10, 2015;

xxviii) Quarterly Report- 8-K Corrected Quarterly Report for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on August 10, 2015;

xxix) Quarterly Report- 8-K Quarterly Report for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on July 7, 2015;

xxx) Quarterly Report- 8-K Quarterly Report for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on July

7, 2015;

xxxi) Quarterly Report- 8-K Quarterly Report for Period End Date June 30, 2015 as published on OTC Disclosure & News Service on June 30, 2015;

xxxii) Annual Report- B2 Digital Year End Report for Period End Date March 31, 2015 as published on OTC Disclosure & News Service on June 30, 2015;

xxxiii) Quarterly Report- 8K Quarterly Report for Period End Date December 30, 2014 as published on OTC Disclosure & News Service on June 29, 2015;

xxxiv) Quarterly Report- 8K Quarterly Report for Period End Date September 30, 2014 as published on OTC Disclosure & News Service on June 29, 2015;

xxxv) Quarterly Report- 8K Quarterly Report for Period End Date June 30, 2014 as published on OTC Disclosure & News Service on June 20, 2015;

xxxvi) Annual Report- B2 Digital Year End Report for Period End Date March 31, 2014 as published on OTC Disclosure & News Service on June 16, 2015;

xxxvii) Annual Report- B2 Digital Year End Report for Period End Date March 31, 2014 as published on OTC Disclosure & News Service on June 16, 2015;

xxxviii) Quarterly Report for Period End Date December 31, 2013 as published on OTC Disclosure & News Service on June 14, 2015;

xxxix) Quarterly Report for Period End Date September 30, 2013 as published on OTC Disclosure & News Service on May 28, 2015;

xl) Quarterly Report Updated for Period End Date September 30, 2013 as published on OTC Disclosure & News Service on May 22, 2015;

xli) Quarterly Report Updated for Period End Date June 30, 2013 as

published on OTC Disclosure & News Service on July 29, 2013; and

xIii) Annual Report- B2 Digital Year End Report for Period End Date March 31, 2013 as published on OTC Disclosure & News Service on July 27, 2013.

(c) The information provided on the Delaware's Secretary of State's website; and

(d) The Issuer's website, news releases and other substantive materials, which document the operations of the Issuer.

I have assumed that (i) all information contained in all documents reviewed by me is true and correct, (ii) all signatures on all documents reviewed by me are genuine, (iii) all documents submitted to me as originals are true and complete, (iv) all documents submitted to me as copies are true and complete copies of the originals thereof, and (v) each natural person signing any documents reviewed by me had the legal capacity to do so. As to matters of fact, I have relied on information obtained from public records, officers and directors of the Issuer and other sources, and these sources are believed to be reliable.

The Issuer has posted its most recent Information Statement pursuant to Rule 15c2(11) under the Securities Exchange Act of 1934 to the OTC Markets' website for its Fiscal Year End March 31, 2016, March 31, 2015, Fiscal Year End March 31, 2014 and Fiscal Year End March 31, 2013 consisting of its Annual Reports and its Quarterly Reports - Financial Statements for the requisite time periods including its Quarterly Report for June 30, 2016 (hereinafter the "Information"). I have reviewed the information published by the Issuer on the OTC Markets Group's website, and, after a reasonable investigation, including meeting personally with the Issuer's officers via Skype video-conferencing and confirming their identities of current photo IDS (US Passports and/or Driver's License), and several follow-up of telephone conversations and through email to discuss the Information, I have no reason to believe that, at the time such Information was published on the OTC Markets Group's website, the Information contained an untrue statement of material fact or omits to state a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading.

It is my opinion that the Information (i) constitutes "adequate current information" concerning the Issuer's securities is "publicly available", within the meaning of Rule 144(c) under the United States Securities Act of 1933, as amended, (ii) the Information includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for such issuer's securities under Rule 15c2-11 under the United States Securities Exchange Act of 1934, as amended, (iii) the information complies in all material respects with the

OTC Markets Group's Guidelines for Providing Adequate Current Information, and (iv) the information has been posted on the OTC Markets Group's website.

Moreover, based on my inquiry and the information received by me, the Company and its officers and directors are not involved in, nor have paid for, any stock promotion and are not aware of any spam campaign or other action that would cause OTC Markets, Inc. to have labeled the Company "Caveat Emptor."

As per Item 14 of Exhibit B, I have been informed by Paul D.H. LaBarre – Chief Operating Officer of the Company, and I am relying upon his statements and representations without other or further investigation other than reviewing the Company's reports and with no reason to question such statements and investigations that there has been no securities of the Company issued to any persons or entity including any controlled persons for services or otherwise during this time frame of April 2013 to the date of this opinion.

The Issuer's Beneficial Shareholders are:

i. Paul D.H. LaBarre; 25 N. Longmore, Mesa, AZ 85201; 619,149.167 19.228% (Restricted)

ii. Real Hip Hop Network Atonn Muhammad, CEO; 1455 Pennsylvania Avenue NW, Suite 400, Washington, DC 20004; 500,000.00 15,528% (Restricted)

iii. Robert Russell; 36 Innisfree Park, Newry Co, Down, Northern Ireland; 400,120.001 12,4227% (Restricted)

iv. Tamara J. Hunt; 1112 W. Farmdale Ave, Mesa, AZ, 85210; 400,000.00 12.422% (Restricted)

v. T.S McDermott; 148 Cedar St., Central Point, Oregon 9750; 400,000.00 12,422% (Restricted)

Furthermore, I have been informed by Paul D.H. LaBarre – Chief Operating Officer of the Company, and am relying upon his statements and representations without other or further investigation other than reviewing the Company's reports and shareholders list; there have been no sale of any securities in the possessions of the persons listed above. All of the securities of the above listed persons restricted, and to the best of Paul D.H. LaBarre' knowledge all of the above listed shareholders have complied with Rule 144 and there is no reason that he is aware of, or that has come to his attention that would prohibit any of above-listed shareholder from buying or selling the Company's securities under the Act.

With respect to Item 15 of Exhibit B, I as counsel have made specific inquiry of each of the persons listed above, which includes all persons owning more than 10% of the securities of the Issuer, (collectively the "Insiders"), and based upon such inquires and other information available to me, no sales of the securities of the Insiders has been made within the 12-month period prior to the writing of this opinion. Moreover, based on my inquiry and the information received by me, the Company and its officers and directors are not involved in, nor have paid for, any stock promotion and are not aware of any spam campaign or other action to promote the Issuer's stock that would cause OTC Markets, Inc. to have labeled the Company "Caveat Emptor."

Other related matters relating to this opinion as required are as follows:

1. The person responsible for the preparation of the unaudited financial statements contained in the Information is Ernest McKay, former Secretary of the Company for four years;

2. The Issuer's transfer agent is Manhattan Transfer Registrar Company, which is registered with the Securities Exchange Commission; and

3. To the best of my knowledge, after inquiry of management and the directors of the Issuer and other reliable sources, neither the Issuer of the securities, any 5% holder of the security, or counsel is currently under investigation by any federal or state regulatory authority for any violation of federal or state securities laws.

This opinion letter speaks only to the date hereof. We assume no responsibility for updating our opinion letter or any information posted on the OTC Markets Group, which is and remains the obligation of the Issuer.

No person other than OTC Markets Group is entitled to rely on this opinion, and I hereby grant OTC Markets Group full and complete permission and rights to publish this opinion on the OTC Markets Group for viewing by the public and regulators.

Very truly yours,



Wani Iris Manly, Esquire
W. Manly, P.A.
For the Firm

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