

B2DIGITAL, INCORPORATED

ANNUAL REPORT

For the fiscal year ended

March 31, 2017

Company Address:

4522 West Village Drive

Suite 215

Tampa, Florida 33624

Telephone: (813) 961-3051

B2Digital, Incorporated (“B2Digital” or the “Issuer”) maintains an internet website at www.b2digitalotc.com. Information on the Issuer’s website is not incorporated by reference into this report and should not be considered part of this document.

**IRS Employer
Identification No.**

84-0916299

CUSIP

11777J 30 4

Trading Symbol

BTDG

ISSUER’S EQUITY SECURITIES

Common Stock

\$0.00001 Par Value per Share

5,000,000,000 Common Shares Authorized

4,519,867,388 Common Shares Issued and Outstanding

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The information contained in this Annual Report has not been filed with or approved by the Securities and Exchange Commission, any State Securities Commission, the Financial Industry Regulatory Authority, or any other regulatory body. This Annual Report contains forward-looking statements within the meaning of the securities laws. The words “anticipate,” “assume,” “believe,” “budget,” “estimate,” “expect,” “forecast,” “intend,” “plan,” “project,” “will,” “should” and similar expressions are intended to identify forward-looking statements. These statements relate to future events and involve known and unknown risks, uncertainties and other factors that may cause the Issuer’s actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond the Issuer’s control and which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Any forward-looking statement reflects the Issuer’s current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. The Issuer assumes no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

B2DIGITAL, INCORPORATED
ANNUAL REPORT
For the fiscal year ended
March 31, 2017

1) **NAME OF ISSUER**

B2Digital, Incorporated

2) **ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES**

Company Headquarters:

4522 West Village Drive
Suite 215
Tampa, Florida 33624
Telephone: (813) 961-3051
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

Investor Relations:

B2Digital, Incorporated
Attn: Investor Relations
4522 West Village Drive
Suite 215
Tampa, Florida 33624
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

3) **SECURITY INFORMATION**

- **Trading Symbol:** BTDG
- **Exact title and class of securities outstanding:** Common Stock, par value \$0.00001 per share (the "Common Stock")
- **CUSIP:** 11777J 30 4
- **Par or Stated Value:** \$0.00001 per share
- **Total shares authorized:** 5,000,000,000 shares as of June 21, 2017
- **Total shares outstanding:** 4,519,867,388 shares as of June 21, 2017
- **Transfer Agent Information:**

Manhattan Transfer Registrar Company (the “Transfer Agent”)
531 Cardens Court
Erie, Colorado 80513
Telephone: (631) 928-7655
Fax: (631) 209-8143

The Transfer Agent is registered under the Securities Exchange Act of 1934, as amended.

- **List any restrictions on the transfer of security:** None.
- **Describe any trading suspension orders issued by the SEC in the past 12 months:** None.
- **List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:**

On June 20, 2017, the Issuer provided notice to the Financial Industry Regulatory Authority (“FINRA”) of its intention to effect a 100-to-1 reverse stock split of the Issuer’s Common Stock (the “Reverse Stock Split”). The Reverse Stock Split will apply to all stockholders of record as of July 10, 2017. Pursuant to the terms of the Reverse Stock Split, no fractional shares will be issued to any stockholder. Instead of issuing such fractional shares, the Issuer will issue one post-Reverse Stock Split share of Common Stock for each fractional interest created by the Reverse Stock Split.

In connection with the Reverse Stock Split, no proportional adjustment to the conversion basis, voting rights or any other rights applicable to the Issuer’s Series A Convertible Preferred Stock (“Series A Preferred Stock”) will be made.

The Issuer expects to complete the Reverse Stock Split on or about July 11, 2017.

On June 22, 2017, the Issuer announced that it has signed an agreement to acquire 100% of the equity interest in Hard Rock Promotions LLC, the owner of Hard Rock MMA in Kentucky. The purchase price is \$49,000 in cash and \$100,000 of restricted Common Stock of the Issuer. The acquisition is expected to close following completion of the reverse stock split and satisfaction of other closing conditions.

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:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);**
 - B. Any jurisdictions where the offering was registered or qualified;**
 - C. The number of shares offered;**
 - D. The number of shares sold;**
 - E. The price at which the shares were offered, and the amount actually paid to the issuer;**
 - F. The trading status of the shares; and**
 - 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.**
- On August 24, 2015, Good Hunting Communications, Inc. loaned the Issuer \$21,000 in exchange for a convertible promissory note issued by the Issuer (the “August 2015 Note”). Pursuant to the terms of the August 2015 Note, the principal amount of the loan bears interest at 7.5% per annum and was scheduled to mature on April 29, 2017. On the maturity date, all outstanding principal under the note was convertible into Common Stock at a 50% discount to the average trading price over the five trading days preceding conversion. No shares of Common Stock have been issued to date in connection with the conversion of the August 2015 Note. The Issuer relied on the exemption from registration afforded under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), in connection with the issuance of the August 2015 Note. Paul D.H. LaBarre and Andrew Georgens, each directors of the Issuer, also serve on the board of directors of Good Hunting Communications, Inc.
 - On November 15, 2016, Good Hunting Communications, Inc. loaned the Issuer \$16,000 in exchange for a convertible promissory note issued by the Issuer (the “November 2016 Note”). Pursuant to the terms of the November 2016 Note, the principal amount of the loan bears interest at 7.5% per annum and is scheduled to mature on December 31, 2017. On the maturity date, all outstanding principal under the note will be convertible into Common Stock at a 50% discount to the average trading price over the five trading days preceding conversion. No shares of Common Stock have been issued to date in connection with the conversion of the August 2015 Note. The Issuer relied on the exemption from registration afforded under Section 4(a)(2) of the Securities Act in connection with the issuance of the August 2015

Note. Paul D.H. LaBarre and Andrew Georgens, each directors of the Issuer, also serve on the board of directors of Good Hunting Communications, Inc.

- On May 4, 2017, the Issuer issued 100,000,000 shares of restricted Common Stock to B2 Management Group LLC in exchange for \$10,000. B2 Management Group LLC is wholly owned and controlled by Mr. Greg P. Bell, the Issuer’s Chairman and Chief Executive Officer. The shares were issued in reliance on the safe harbor afforded under Rule 506 under the Securities Act. The shares are “restricted securities” for purposes of the Securities Act and the certificates evidencing the shares contain legends noting that they may not be resold other than pursuant to registration under the Securities Act or an available exemption therefrom.
- On May 8, 2017, the Issuer issued an additional 200,000,000 shares of restricted Common Stock to B2 Management Group LLC in exchange for \$20,000. The shares were issued in reliance on the safe harbor afforded under Rule 506 under the Securities Act. The shares are “restricted securities” for purposes of the Securities Act and the certificates evidencing the shares contain legends noting that they may not be resold other than pursuant to registration under the Securities Act or an available exemption therefrom.

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. (“Annual Report,” “Quarterly Report” or “Interim Report”).

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to otcq.com in the field below.

The Issuer's audited financial statements for the fiscal year ended March 31, 2017, together with the notes thereto and the Independent Auditor's Report thereon, are attached to this Annual Report as Exhibit A and are incorporated herein by reference.

6) DESCRIPTION OF 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;**
- B. date and state (or jurisdiction) of incorporation;**
- C. the issuer's primary and secondary SIC Codes;**
- D. the issuer's fiscal year end date; and**
- E. principal products or services, and their markets.**

B2Digital, Inc. was incorporated as a Delaware corporation on June 3, 2004. Historically, the Issuer had been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. In the past the Issuer had provided the video services to over 50,000 hotel rooms in the lodging industry. Pay-Per View lost a great deal of market share due to the increased internet use by hotel guests. With this loss the Issuer's Board of Directors agreed to dissolve Hotel Movie Network on March 11, 2010.

In February 2017, the Issuer's Board of Directors approved a complete restructuring, new management team and strategic direction for the company. Capitalizing on its history in television, video and technology, the Issuer is now forging ahead and becoming a full service live event sports company.

Since the restructuring, the company has been led by a management team headed by the Issuer's Chairman and CEO, Greg P. Bell. The management team has over 30 years of global experience developing more than 20 companies in the Sports, Television, Entertainment, Digital Distribution and Banking Transaction industries. As part of its growth strategy, B2Digital intends to continue to develop and acquire assets meeting its business model with the goal of becoming a Premier Vertically Integrated LIVE Event Sports Company.

B2Digital is currently building an integrated LIVE Event Minor League for the MMA Mixed Martial Arts marketplace, through the creation and development of Minor League champions expected to graduate to MMA Major Leagues from the B2 Fighting Series. The company intends to continue to sponsor and operate LIVE Events, acquire existing MMA Promotions, and invite those champions to the B2 Fighting Series Regional and National Championship

Series. Throughout this process, B2Digital expects to own all media and merchandising rights, as well as the digital distribution networks for the B2 Fighting Series.

B2Digital's future plans beyond its initial growth strategy include the addition of Sports, Leagues, Tournaments and Special Events to its LIVE Event content. The Issuer hopes to capitalize on its technology and business model to broaden the revenue base of the Live Events core business. B2Digital also expects to develop and expand its B2 LIVE Event Systems and Technologies. These include Systems for Event Management, Digital Ticketing Sales, Digital Video Distribution, Digital Marketing, PPV (Pay per View), Fighter Management, Merchandise Sales, Brand Management and Financial Control Systems.

B2Digital currently operates under SIC Code 7941 – Professional Sports Clubs and Promoters. The Issuer's fiscal year runs from April 1 – March 31 of each year.

7) DESCRIPTION OF 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.

The Issuer does not currently own or lease any properties or facilities. The Issuer expects to lease new office space in the future to the extent consistent with its business model.

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.

- Executive Officers:
 - Greg P. Bell, Chief Executive Officer
 - Andrew Georgens, Secretary
 - Paul D.H. LaBarre, Executive Vice President

- Directors:
 - Greg P. Bell
 - Andrew Georgens
 - Paul D.H. LaBarre

- > 5% Beneficial Owners:
 - B2 Management Group LLC
 - Paul D.H. LaBarre
 - T.S. McDermott
 - Real Hip-Hop Network
 - Robert Russell
 - Tristan V. Stonger

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);

On June 26, 2013, Paul D.H. LaBarre, the Issuer's Executive Vice President and a director, was convicted of improper use of a satellite signal in connection with the previously disclosed action involving DirecTV. Mr. LaBarre was sentenced to five years' probation in connection with the conviction.

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;

None.

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

None.

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.

None.

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.

Below is a table showing the names, addresses and percentage ownership of each holder of the Company’s Common Stock beneficially owning more than ten percent of the Common Stock as of June 28, 2017.

Name	Address	Percentage of Common Stock Outstanding as of 6/28/17
Paul D. H. LaBarre	1112 W. Farmdale Ave. Mesa, AZ 85210-3427	13.7%
Real Hip-Hop Network	c/o Antonn Muhammad 6208 85th Pl. New Carrollton, MD 20784-2733	11.1%

In addition to the Common Stock, the Issuer has authorized a total of 50,000,000 shares of preferred stock, currently designated as Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (“Series B Preferred Stock”). 2,000,000 shares of Series A Preferred Stock are currently issued and outstanding. The Series A Preferred Stock votes with the Common Stock on all matters to be voted on by the common stock on an as-converted basis. On such matters, each holder of Series A Preferred Stock is entitled to 240 votes for each share of Series A Preferred Stock held by such shareholder.

The Series A Preferred Stock is held by the following persons in the following amounts:

B2 Management Group LLC*	850,000 shares
Paul D.H. LaBarre	850,000 shares**

Robert Russell	200,000 shares
Andrew Georgens	100,000 shares

* B2 Management Group LLC is wholly owned and controlled by Mr. Greg P. Bell, the Issuer's Chairman and Chief Executive Officer. B2 Management Group LLC's address is 4522 West Village Drive, Suite 215, Tampa, Florida 33624.

** On January 22, 2017, Mr. LaBarre granted an irrevocable proxy to B2 Management Group LLC with respect to 150,001 shares of Mr. LaBarre's Series A Preferred Stock (the "Proxy Shares"). The proxy gives B2 Management Group LLC the right to exercise all voting rights with respect to the Proxy Shares at any time on or before January 22, 2018.

No shares of Series B Preferred Stock have been issued.

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: Betty Arkell, Esq.
Firm: Holland & Hart LLP
Address: 555 17th Street
Suite 3200
Denver, Colorado 80202
Telephone: (303) 295-8321
Email: BArkell@hollandhart.com

Auditor:

Name: Andre Nel, CPA
Firm: Goldin Peiser & Peiser, LLP
Address: 16800 N. Dallas Parkway
Suite 240
Dallas, Texas 75248
Telephone: (214) 635-2607
Email: ANel@GPPcpa.com

Investor Relations

B2Digital, Incorporated
Attn: Investor Relations
4522 West Village Drive

Suite 215
Tampa, Florida 33624
Email: info@b2digitalotc.com
Website: www.b2digitalotc.com

10) ISSUER'S CERTIFICATIONS

I, Greg P. Bell, certify that:

1. I have reviewed this Annual Report of B2Digital, Inc. for the year ended March 31, 2017.
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.
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.

/s/ Greg P. Bell

Name: Greg P. Bell

Title: Chairman and Chief Executive Officer

(Principal Executive Officer and Principal Financial Officer)

Date: June 30, 2017

Exhibit A

[See attached.]

B2DIGITAL, INCORPORATED

FINANCIAL STATEMENTS

(with Independent Auditor's Report thereon)

March 31, 2017

B2DIGITAL, INCORPORATED

TABLE OF CONTENTS

	Page No.
INDEPENDENT AUDITOR'S REPORT	1-2
FINANCIAL STATEMENTS	
Balance Sheet	3
Statement of Operations	4
Statement of Changes in Stockholders' Equity	5
Statement of Cash Flows	6
Notes to Financial Statements	7-10



Goldin Peiser & Peiser, LLP

CPAs and Strategic Advisors

16800 N. Dallas Parkway
Suite 240
Dallas, Texas 75248
P: 972.818.5300
F: 972.818.5301
www.GPPcpa.com

Independent Auditor's Report

To the Board of Directors of
B2Digital, Incorporated

We have audited the accompanying financial statements of B2Digital, Incorporated (the "Company"), which comprise the balance sheet as of March 31, 2017, the related statements of operations, changes in stockholders' equity, and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal controls relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of B2Digital, Incorporated as of March 31, 2017, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Emphasis of Matter

The accompanying financial statements have been prepared assuming that the entity will continue as a going concern. As discussed in Note 2 to the financial statements, the entity has suffered recurring losses from operations and has a net capital deficiency that raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. Our opinion is not modified with respect to this matter.

Handwritten signature in cursive script that reads "J. Alder, Pein & Pein".

Dallas, Texas
June 29, 2017

B2 DIGITAL INCORPORATED
BALANCE SHEET
March 31, 2017

Assets	
Other assets	
RHN Stock	\$ 600
Total other assets	600
Total assets	\$ 600
 Liabilities and Stockholders' Equity	
Current liabilities	
Accounts payable	\$ 15,251
Notes payable to related parties	40,080
Total current liabilities	55,331
Total liabilities	\$ 55,331
 Stockholders' equity	
Common stock	\$ 42,199
Preferred stock	20
Additional paid in capital	2,072,125
Accumulated deficit	(2,169,075)
Total stockholders' equity	\$ (54,731)
 Total liabilities and stockholders' equity	 \$ 600

B2 DIGITAL INCORPORATED
STATEMENT OF OPERATIONS
Year Ended March 31, 2017

Sales	\$ -
Cost of goods sold	<u>-</u>
Gross profit	-
General and administrative expenses	<u>14,912</u>
Loss from continuing operations	(14,912)
Other income	
Fee Credit	<u>7,065</u>
Total other income	7,065
Other expense	
Interest expense	<u>2,617</u>
Total other expense	2,617
Net loss	<u><u>\$ (10,464)</u></u>

B2 DIGITAL INCORPORATED
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
Year Ended March 31, 2017

	Common Stock	Preferred Stock	Additional Paid-In Capital	Retained Earnings	Total
Balance April 1, 2016	\$ 42,199	\$ 20	\$ 2,072,125	\$ (2,158,611)	\$ (44,267)
Net loss	-	-	-	(10,464)	(10,464)
Balance March 31, 2017	\$ 42,199	\$ 20	\$ 2,072,125	\$ (2,169,075)	\$ (54,731)

B2 DIGITAL INCORPORATED
STATEMENT OF CASH FLOWS
Year Ended March 31, 2017

Cash flows from operating activities	
Net loss	\$ (10,464)
Adjustments to reconcile net loss to net cash used by operating activities:	
Accounts payable	(7,153)
Accrued other expenses	2,617
Net cash used by operating activities	<u>(15,000)</u>
Cash flows from financing activities	
Proceeds from notes payable	15,000
Net cash provided by financing activities	<u>15,000</u>
Increase in cash and cash equivalents	-
Cash and cash equivalents at beginning of year	-
Cash and cash equivalents at end of year	<u>\$ -</u>

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
March 31, 2017

NOTE 1 - ORGANIZATION AND NATURE OF BUSINESS

In February 2017, the Board of Directors approved a complete restructuring, new management team and strategic direction for the company. Capitalizing on its history in television, video and technology, the company is now forging ahead and becoming a full service live event sports company.

The Chairman and CEO of the company is now Greg P. Bell. Mr. Bell has over 30 years of global experience developing more than 20 companies in the sports, television, entertainment, digital distribution and banking transaction industries. Capitalizing on the combination of his expertise, relationships and experience as well as his involvement with more than 40,000 live events over his career for major sports leagues and entertainment venues, B2 Digital is in the process of developing and acquiring companies to become a premier vertically integrated live event sports company.

B2 Digital's first strategy is to build an integrated live event Minor League for the MMA Mixed Martial Arts marketplace, which is a billion dollar industry. B2 Digital will be creating and developing Minor League champions that will move on to the MMA Major Leagues from the B2 Fighting Series. This will be accomplished by sponsoring operating live events, acquiring existing MMA promotions and then inviting those champions to the B2 Fighting Series Regional and National Championship Series. B2 will own all media and merchandising rights and digital distribution networks for the B2 Fighting Series. This concept was developed and test marketed for 2 years by Mr. Bell's B2 Management Group.

2017 marked the kickoff of the B2FS Fighting Series by sponsoring and holding B2FS live events. The second strategy is that the company plans to add additional sports, leagues, tournaments and special events to its live event business model. This will enable B2 Digital to capitalize on their core technologies and business models that will be key to broadening the revenue base of the company's live event core business. B2 Digital will also be developing and expanding the B2 live event systems and technologies. These include systems for event management, digital ticketing sales, digital video distribution, digital marketing, PPV (Pay-Per View), fighter management, merchandise sales, brand management and financial control systems.

Historically, B2 Digital, Inc. had been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. In the past B2 Digital, Inc. had provided the video services to over 50,000 hotel rooms in the lodging industry. Pay-Per View lost a great deal of market share due to the increased internet use by hotel guests. With this loss the B2 Digital, Inc. Board of Directors agreed to dissolve Hotel Movie Network on March 11, 2010.

NOTE 2 - GOING CONCERN

The accompanying audited financial statements have been prepared assuming that the Company will continue as a going concern. The company has historically relied upon loans from Good Hunting, Inc. as a source of working capital. With the change in strategic direction B2 Management is in the position to fund operations for approximately 9 to 12 months. Any additional capital needs will come in the form of convertible debt.

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
March 31, 2017

NOTE 3 - ACCOUNTING POLICIES

The significant accounting policies of the Company are as follows:

Basis of Accounting

The accounts are maintained and the financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Use of Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from these estimates and assumptions.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Balances that are still outstanding after management has used reasonable collection efforts are written off as specifically identified by management.

Property and Equipment

Property and equipment are stated at cost. Depreciation is computed primarily using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the useful life of the related assets or the lease term. Expenditures for repairs and maintenance are charged to expense as incurred. For assets sold or otherwise disposed of, the cost and related accumulated depreciation are removed from the accounts, and any related gain or loss is reflected in income for the period.

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.

NOTE 4 - DISCONTINUED OPERATIONS

In early 2017, B2 Digital, Inc. announced a major change to the strategic direction for the company. B2 Digital, Inc. had abandoned their previous venture as a provider of on-demand video entertainment with the dissolution of Hotel Movie Network in 2010. Many assets and liabilities remained on the financial statements related to these legacy activities and should have been recorded as discontinued operations at its expected fair value at that time. See Note 5 for the restatement of prior period financial information.

NOTE 5 - RESTATEMENT

The financial statements are being restated for the period ended March 31, 2016, to correctly reflect the impact of discontinued operations as discussed in Note 3. The restatement had no material effect on net income for the period ended March 31, 2016.

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
March 31, 2017

NOTE 5 – RESTATEMENT (continued)

The following summarizes the effect of the restatement:

	Previously Reported	Adjustment	Restated
Inventory	285,869	(285,869)	-
Media 1 Stock	14,500	(14,500)	-
Property, plant and equipment	(25,660)	25,660	-
Accounts payable	28,708	(6,304)	22,404
Accrued liabilities	16,463	(16,463)	-
Notes payable to related parties	21,000	1,463	22,463
Notes payable	107,376	(107,376)	-
Common stock	25,000	17,199	42,199
Preferred stock	-	20	20
Initial acquisitions	103,246	(103,246)	-
Inventory allowance	(221)	221	-
Mining property interests	(35,655)	35,655	-
Paid in capital	1,986,099	86,026	2,072,125
Retained earnings	(1,976,708)	(181,903)	(2,158,611)
Interest expense	-	1,463	1,463
General and administrative expense	-	4,538	4,538

NOTE 6 - RELATED PARTY

Pursuant to B2 Digital, Inc. Resolution dated April 27, 2015, a Promissory Note was entered into between B2 Digital, Inc. and Good Hunting, Inc. in the amount of \$21,000. The note bears a 7.5% interest rate and shall be paid in full before April 29, 2017. Upon written request the note may be converted to common stock under Rule 144.

Pursuant to B2 Digital, Inc. Resolution dated April 27, 2016, a Promissory Note was entered into between B2 Digital, Inc. and Good Hunting, Inc. in the amount of \$15,000. The note bears a 7.5% interest rate and shall be paid in full before December 31, 2017. Upon written request the note may be converted to common stock under Rule 144.

At March 31, 2017, and March 31, 2016, B2 Digital, Inc. had a note payable of \$40,080 and \$22,463, respectively. Accrued interest on the notes totaled \$4,080 as of March 31, 2017, and is included in the note payable balance.

The Chairman of Good Hunting, Inc., Tamara J. Hunt, is also a beneficial shareholder (12.422% of common stock) of B2 Digital, Inc. In addition Paul D.H. LaBarre serves on the Board of Directors for both Good Hunting, Inc. and B2 Digital, Inc.

B2 DIGITAL INCORPORATED
NOTES TO FINANCIAL STATEMENTS
March 31, 2017

NOTE 7 - EQUITY

B2 Digital, Inc. has 5,000,000,000 shares of common stock authorized and 4,219,867,388 shares issued and outstanding. The common stock has a par value of \$0.00001.

In addition to the Common Stock, the Issuer has authorized a total of 50,000,000 shares of preferred stock, currently designated as Series A Convertible Preferred Stock and Series B Convertible Preferred Stock (“Series B Preferred Stock”). 2,000,000 shares of Series A Preferred Stock are currently issued and outstanding. The Series A Preferred Stock votes with the Common Stock on all matters to be voted on by the common stock on an as-converted basis. On such matters, each holder of Series A Preferred Stock is entitled to 240 votes for each share of Series A Preferred Stock held by such shareholder.

No shares of Series B Preferred Stock have been issued.

NOTE 8 - CONTINGENCIES

On February 6, 2017 an agreement was reached with Manhattan Transfer to satisfy outstanding invoices. All past accounts are scheduled to be paid in full on September 15, 2017. The current balance is included in accounts payable.

NOTE 9 - SUBSEQUENT EVENTS

On May 4, 2017, B2 Digital, Inc. Board of Directors authorized Manhattan Transfer to send a certificate for 100,000,000 shares of B2 Digital Common Stock under Rule 144 (Restricted) to B2 Management, LLC. Payment for said shares of Ten-Thousand Dollars (\$10,000) had been received on May 4, 2017 and deposited in the B2 Digital checking account. Mr. Greg P. Bell has a relationship with both B2 Digital, Inc. as a member of the Board of Directors and with B2 Management LLC of ownership. The shares were initially authorized by Board of Directors Resolution dated February 8, 2017.

On May 6, 2017, B2 Digital, Inc. Board of Directors authorized Manhattan Transfer to send a certificate for 200,000,000 shares of B2 Digital Common Stock under Rule 144 (Restricted) to B2 Management, LLC. Payment for said shares of Twenty-Thousand Dollars (\$20,000) had been received on May 6, 2017 and deposited in the B2 Digital checking account. Mr. Greg P. Bell has a relationship with both B2 Digital, Inc. as a member of the Board of Directors and with B2 Management LLC of ownership.

On June 21, 2017, B2Digital, Inc. announced that it has notified the Financial Industry Regulatory Authority (“FINRA”) that the Company intends to effect a 100-for-1 reverse stock split, which the Company expects will become effective in July 2017.

On June 22, 2017, B2Digital, Inc. announced that it has signed an agreement to acquire 100% of the equity interest in Hard Rock Promotions LLC, the owner of Hard Rock MMA in Kentucky. The purchase price is \$49,000 in cash and \$100,000 of restricted common stock in B2Digital, Inc. The acquisition is expected to close following completion of the reverse stock split and other closing conditions.