

ISSUER INFORMATION AND QUARTERLY STATEMENT

**B2 DIGITAL INCORPORATED**

1030 S. Mesa Drive  
Mesa, Arizona 85210  
Phone: 602-625-7653  
Fax: 480-813-4596

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**

84-0916299

**CUSIP**

11777J304 (176)

**ISSUER'S EQUITY SECURITIES**

Common Stock

\$0.01 Par Value

5,000,000,000 Common Shares Authorized

2,637,379,018 Shares Issued and Outstanding

B-2 Digital Corporation is responsible for the content of this Information and Disclosure Statement. **The information contained in this report has not been filed with or approved by the Securities and Exchange Commission, any state securities commission, the National Association of Securities Dealers, or any other regulatory body.** This document contains forward-looking statements. Forward-looking statements do not represent historical facts, but rather statements about management's beliefs, plans and objectives. The statements are evidenced by terms such as "anticipate," "estimate," "should," "expect," "believe," "intend," and similar expressions. Although 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. There risks and uncertainties include, but are not limited to, changes in general economic, market, or business conditions; changes in laws or regulations or policies of federal and state regulators and agencies; and other circumstances beyond the Company's control. Consequently all of the forward-looking statements made in this document are qualified by these cautionary statements, and there can be no assurance that the actual results anticipated will be realized, of it substantially realized, will have the expected consequences on the Company's business or operations.

**B2 DIGITAL INCORPORATED**  
**ISSUER INFORMATION AND QUARTERLY STATEMENT**  
**June 30, 2010**

**PART A**                      **General Company Information**

**ITEM I:                      NAME OF ISSUER:**

B2 Digital, Incorporated                      Office: 602-625-7653  
(A Delaware Corporation)                      Fax: 480-813-4596  
Merger:                      Telecommunication Products, Incorporated  
June 2004                      (A Colorado Corporation)

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

1030 S. Mesa Drive                      Web: [b2digital.us](http://b2digital.us)  
Mesa, Arizona 85210

Investor Relations:                      Atlanta Capital Partners, LLC                      Web: [www.atlcp.com](http://www.atlcp.com)  
% David Kugelman                      E-Mail: [dk@atlcp.com](mailto:dk@atlcp.com)  
3455 Peachtree Rd., NE 5<sup>th</sup> Floor  
Atlanta, GA 30376                      Phone: 1-866-692-6847

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

As of March 30, 2009 the Issuer had 26,979,018 shares issued and outstanding. As of June 30, 2010, the Issuer has 2,637,379,018 shares of Common Stock issued, outstanding and are hereby incorporated herein by reference, to be found on [www.pinksheets.com](http://www.pinksheets.com). Posted June 30, 2010, Annual Report, Exhibit i, on Page 14.

	# of Shares	# of Shares	Freely tradable	# of beneficial	# of	# of
<u>Period End Date:</u>	<u>authorized</u>	<u>Outstanding</u>	<u>shares</u>	<u>shareholder</u>	<u>shareholders</u>	<u>Active</u>
June 30, 2010	5,000,000,000	2,637,379,018	836,988,758	19	460	432
March 31, 2010	5,000,000,000	1,837,379,018	36,988,758	19	454	429
September 4, 2009	5,000,000,000	37,379,018	12,219,020	3	442	
March 30, 2009	5,000,000,000	26,979,018	1,819,020	3	439	

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

The un-audited financial statements for the issuer as of June 30, 2010 are hereby incorporated herein by reference, to be found on [www.pinksheets.com](http://www.pinksheets.com). Posted August 13, 2010, Exhibit 99.1 Financials, on Page 7.

Balance Sheet as of June 30, 2010                      Profit & Loss for April through June 30, 2010

Cash Flow for April 1 through June 30, 2010

**ITEM IV:                      MANagements Discussion and Analysis or Plan of Operation:**

Company Overview-Plan of Operation

**B2DIGITAL COMPANY OVERVIEW                      JUNE 30, 2010**

B2 Digital, Inc. has been a provider of in-room, on-demand video entertainment and satellite services to the domestic lodging industry. B2 Digital has also recently ventured into the on-line publishing industry. B2 Digital through Hotel Movie Network, Inc. has installed approximately 50,000 hotel rooms, which consist of contract rights of Hotel Movie Network with Pay PerView and Cable/Satellite access, and associated hardware and peripherals. B2 Digital primarily provides services under long-term contracts. B2 Digital through Hotel Movie

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

As mentioned above the Internet in the Hotel world has caused a great drop in revenue because of the lower purchases of the Adult product. This has and will cause a loss of revenue if B2 Digital were to continue in the Pay Per View world of the Hotel market. By looking for more

outside business in the installation area we have been able to offset the drop of revenue. The NFL for technical services of the 2008 Super Bowl contracted in 2008 with Hotel Movie Network, Inc. to provide such services. B2 Digital has worked with a leasing company for needed additional equipment for the Wireless WiMax Network. This cuts down the large expenses and moves them into a monthly payment plan. The use of Free Internet in the Hotel markets has caused a drop in revenue based on the lower sales of Adult Products in the Pay Per View Market.

**NEW DIRECTION-ACQUISITION OF MOB CANDY ENTERPRISES AN ON-LINE MAGAZINE AND PROVISION OF RESIDENTIAL HIGH SPEED WIRELESS INTERNET ACCESS TO SELECTED RURAL AREAS IN ARIZONA. SHARE EXCHANGE WITH CASTLE CREEK SILVER**

"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 feeling on political and social issues that its readers face day to day." The website is mobcandymag.com with the production of a reality TV show that is currently in negotiation. As of June 30, 2010 B2 Digital has continued to finalize this merger. If final negotiation can no be finalized in the next quarter then B2 Digital will be forced to withdraw the Merger offer.

B2 Digital is further continuing to develop other areas of opportunity. By working with several rural communities it is our desire to offer High-Speed Internet and possibly telephone to many under serviced communities. WiMax is standards-based technology enabling the delivery of last-mile wireless broadband access. WiMax continues to be one of the most talked about and highly anticipated technology developments in the wireless industry-a sector that's seen more than its share of well-hyped initiatives in recent years. In terms of hype cycles, WiMax may actually be eclipsing some of the industry's earlier technologies, primarily because it is viewed as a key for the future convergence of wireless and wire line networks, in addition to promising advancement for broadband wireless services and applications. Worldwide sales of WiMax products have been miniscule so far, but the true test of its potential is about to commence, now that the standards-compliant products are hitting the market for deployment in real commercial networks. B2 Digital has researched this area and found that over 100,000 homes in rural areas of Arizona that are without real Internet service. In many cases the cost to those that do have service reaches \$100.00 per month for service such as DSL. In most cases dial-up is all that is available from the local phone provider. In the case of Satellite Delivery the cost has always been out of reach. B2 Digital owns one patent, registered in the Dominican Republic for video technology. It also owns through the acquisition of Hotel Movie Network various trade names, trademarks, service marks to be actively protected. B2 Digital has further invested funds in B2 Networks which was founded in 2003. B2 Networks now has two broadcast options, B2 PPV TV and B2 Cable. B2 Networks offers Niche Quality Content with select accounts that include NCAA, NAIA and 150 professional sports teams. Currently with 175,000 registered consumers/users growing at 25% annually. It is believed by B2 Digital that there is a need for an alternate route to create and distribute content other than through conventional TV and cable. Through investment of this type it is the desire of B-2 Digital to bring to our shareholders a strong return on their investment.

With the many areas of development that B2 Digital is currently involved in it is our desire to become the peoples' choice by offering the ultimate experience at a reasonable price for entertainment, communications and all broadband services. We will always value our customer's needs and requests, while balancing the requirement to meet our financial responsibility. Our focus will be greater than customer service; it will be on serving the customer.

**Business of Castle Creek Silver, Inc.**

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

The primary objective of the Company is to conduct exploration and if warranted, development on the Company's precious and base metal projects. Castle Creek Silver's strategy is twofold. First, we intent to acquire high-grade gold-silver properties that may be attractive to potential joint venture partners. Second, we intent to acquire projects that are adjacent to mines that are in production or under development because of mineral deposits tend to occur in clusters. This is known as "headframe exploration". We intend to capitalize on these cost-effective types of opportunities should they become available.

**Risk Factors-Summary**

The value of our Castle Creek Silver, Inc. is subject to fluctuations in the market price of minerals. Our profitability is subject to demand for materials such as gold, silver and copper. We may not have sufficient funds to complete further exploration and development programs. We would need additional funds to develop any material deposits for commercial production. Factors beyond our control may determine whether any mineral deposits we discover are sufficiently economic to be developed into a mine. We require licenses and permits to operate our business which we may not be able to obtain. There are risks associated with mineral exploration that may adversely affect our ability to undertake planned operations. There is uncertainty of mineralization estimates. Our operations make us susceptible to environmental risks. There is no guarantee that legal title to the property in which we have an interest will not be challenged. Mineral exploration and mining activities require compliance with a broad range of law and regulation violation of which can be costly. Land reclamation requirements for exploration properties may be burden some. We face industry competition for the acquisition of mining properties and the recruitment and retention of qualified personnel. Some directors and officers may have a conflict of interest as a result of their involvement with other natural resource companies. We may not be able to insure our business from certain risks associated with our business. More information on Castle Creek Silver can be found at. <http://www.castlecreekmining.com>.

- i. Under our current operations B2 Digital with the merger of Mob Candy Corporation should be able to expand the Company financial needs with the minimum outside funding. Currently it is felt with the additional outlets for magazine sales and the holiday sales the income by year's end should cover the over-all operations.
- ii. The offering by Mob Candy Corporation of several items such as Christmas packages, with branded Cigars, Liquor and other merchandise. Under the WiMax project we have an installation cost that should provide up to 80% of the total cost. Our main research will deal with a best product line for the best-cost comparison.

- iii. B2 Digital will be purchasing WiMax equipment for advancement of the Wireless network. The customer will cover the basic cost of installation. The distribution of the Network system will require minor capital outlay.
- iv. With with out the merger of Mob Candy Corporation, B-2 Digital will expand the employees. With the advancement of the WiMax network additional installers will also be required. Also under the share exchange with Castle Creek Silver the expansion of the mining properties will require additional personal.

**ITEM V: LEGAL PROCEEDINGS:**

No member of the B2 Board of Directors has had any type conviction in the past five years. B2 Digital through Hotel Movie Network worked out a Settlement Agreement with DirecTV over a transport issue. This settlement was turned into a Judgment as the Company has been unable to make the payment that had been agreed upon in the settlement. Hotel Movie Network as a company has been dissolved.

**ITEM VI: DEFAULT UPON SENIOR SECURITIES:**

There have been no Defaults upon Senior Securities in this quarter.

**ITEM VII: OTHER INFORMATION:**

- i. Jurisdiction And Date Of The Issuer's Incorporation  
Delaware, June 3, 2004 File Number:3813471
- ii. Share Structure – Title And Class of Securities Outstanding  
Common Stock, CUSIP 11777J304 (176), Trading symbol BTDG..pk
- iii. Description of Securities  
Domestic  
Common Stock traded under symbol of BTDG \$0.01 par value per share
- iv. Business Information  
Transfer agent is registered under the Exchange Act.  
Regulatory authority is the Securities and Exchange Commission  
Manhattan Transfer Registrar Company  
57 Eastwood Road  
Miller Place, New York 11764  
Phone: 631-828-8234  
Fax: 631-928-6171
- v. Fiscal year end date: March 31.
- vi. Bankruptcy, etc. No Bankruptcy
- vii. Sale of Assets, etc. None
- viii. Default – None
- ix. Major Change in control refer to non-board persons with control as incorporated herein by reference, to be found on [www.pinksheets.com](http://www.pinksheets.com). Posted on June 30, 2010, Annual Report, page 4 & 5.
- x. Major increase in outstanding equity securities as incorporated herein by reference, to be found on: [www.pinksheets.com](http://www.pinksheets.com). Posted on June 30, 2010, Annual Report, page 6 & 7.
- xi. Merger: Mob Candy Enterprises still pending:
- 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 controls, standards, and Section 10(b) of the Securities Exchange Act of 1934 and Rule 10b-5 there under and non-cooperation with a Board investigation. B2 Digitalis currently engaging a new PCAOB approved auditing firm.
- xiii. SIC Code – 4841 NACIS codes: 237130: 516110
- xiv. We are currently conducting operations.
- xv. We are not a shell company.
- xvi. Subsidiary – B2 Networks – not included in financial statements, Broadband broadcasting of sporting events.
- xvii. We see no effect of existing or probable government regulations on our business.

- xviii. We have spent \$111,368.34 on research and development during the past two years. The cost has been borne by the Company.
- xix. There has been no added cost to the Company to comply with local, state and federal laws and there has been no effect on the Company in complying with them.
- xx. There are 6 full time employees.
- xxi. Status Quo on all projects as B2 Digital entered into the Shares Exchange with Castle Creek Silver. As B2 Digital continued to work on the Mob Candy Enterprise merger and to finalize the WiMax Network bringing it into full operation. Additional equipment has been ordered and several new installations have been completed.
- xxii. Our main competitor in the delivery of cable programming to hotels was Lodgenet, Inc. We are currently moving out of the hotel market and concentrating on broadband delivery of IP programming into the Rural markets.
- xxiii. Raw materials are utilized in the mining operation of B2 Digital's subsidiary Castle Creek Silver.
- xxiv. Trade names in Arizona for B2 Digital and Castle Creek Silver are for ten (10) years.
- xxv. Currently there is no need for Government approval on any of the projects.
- xxvi. Top Twenty-Four holders of Common Stock as of June 30, 2010: Information provided by Manhattan Transfer Registrar Company.

	<u>Name</u>	<u>Shares</u>	<u>Ownership%</u>
1.	Raymond De Motte	430,312,500	16.316%
2.	James Ebisch	351,562,500	13.330%
3.	Camilo Velasquez	199,999,500	7.783%
4.	Quinn Bastian	196,875,000	7.465%
5.	Atlanta Capital Partners LLC	168,750,000	6.398%
6.	Stephen Treanor	160,000,000	6.067%
7.	Cimarron Capital Ltd.	160,000,000	6.067%
8.	Altimo Ltd.	160,000,000	6.067%
9.	Donna Boyle	160,000,000	6.067%
10.	Credulus Ltd.	160,000,000	6.067%
11.	Christian Wirth	150,000,000	5.687%
12.	Fredy Orlando Salamanca	75,000,000	2.844%
13.	Piero Sutti S A	75,000,000	2.844%
14.	David Bond	75,000,000	2.844%
15.	Nikolai Terry	56,250,000	2.133%
16.	Rosa Eugenia Calle	17,500,500	0.664%
17.	Paul D.H. LaBarre	12,412,377	0.470%
18.	Ernest G. McKay	12,410,337	0.470%
19.	Gordan Sredl	3,750,000	0.142%
20.	United Business Service Inc.	2,102,500	0.079%
21.	Andy Gerogens	2,080,000	0.079%
22.	International Cable Equipment	500,000	0.019%
23.	Marcia Pearlstein	240,021	0.009%
24.	Robert Russell	120,001	0.005%

**Statement of Shareholders' Equity**

**Retained**

	<u>Common Stock</u>		<u>Earnings</u>
	<u>Shares</u>	<u>Amount</u>	<u>(Deficit)</u>
BALANCE, March 31, 2008	26,979.018	\$2,771,000	\$ -
Dividends on common shares Net income for the period ended March 31, 2009	-	-	\$16,076.57
BALANCE, March 31, 2009	26,979.018	\$2,771,000	\$ -

Dividends on common shares			
Shares of common stock issued for			
Settlement agreement from 2005 at			
\$ .02 per share, August 2009 Net income	10,400,000	\$ 208,000	-
for the period ending October 8, 2009			<u>\$ -3,463.13</u>
<b>BALANCE, October 8, 2009</b>	<b>37,379.018</b>	<b>\$2,978,000</b>	<b><u>\$ -</u></b>
Dividends on common shares			
Net income for the period ending			
December 31, 2009			<u>\$ 20,828.11</u>
<b>BALANCE, December 31, 2009</b>	<b>37,379.018</b>	<b>\$1,114,816.53</b>	<b><u>\$ -</u></b>
Dividends on common shares			
<u>C.E.O. Employment Agreement 2010</u>			
as a signing bonus, January 2010			
\$.0025 per share, 50% discounted			
<u>Shares have not been issued as</u>			
<u>of the date of this report</u>			
	<b>* 5,000,000</b>	<b>*\$ 62,500.00</b>	<b>-</b>
Shares of common stock issued for			
<u>Share Exchange agreement 2010</u>			
\$ .0062 per share, March 2010	1,800,000,000	\$11,160,000.00	-
Shares of common stock issued for			
<u>Cimarron Group Limited Assignment</u>			
Agreement 2010, \$.0062 per share,			
March 2010 ,50% discounted	8,000,000,000	\$ 2,480,000.00	-
Shares of common stock issued for			
<u>Coast Communications Limited</u>			
Assignment agreement 2010 , \$.0062			
per share, March 2010, 50% discounted			
<u>Shares to be issued in May 2010</u>	<b>* 200,000,000</b>	<b>* \$ 1,240,000.00</b>	
<i>*NOTE: Issue Date moved to July 2010</i>			
Net income for period ending			<u>\$ -</u>
<b>BALANCE, June 30, 2010</b>	<b>2,637,379,018</b>	<b>\$14,879,816.53</b>	<b><u>\$ -</u></b>

The un-audited financial statements for the issuer as of June 30, 2010 are hereby incorporated herein by reference, to be found on www.pinksheets.com. Posted August 13, 2010, Exhibit 99.1 Financials, on Page 7.

ITEM VIII.

EXHIBITS:

- i. Materials Contracts – None for this reporting period.
- ii. B2 Digital's Articles of Incorporation and Bylaws, which are incorporated herein by reference, can be found on www.pinksheets.com Posted September 25, 2009.

iii.

Balance Sheet as of June 30, 2010, Profit & Loss for April, 1 through June 30, 2010

Cash Flow for April 1, 2010 through June 30, 2010, which are incorporated herein by reference, can be found on [www.pinksheets.com](http://www.pinksheets.com). Posted August 13, 2010, Exhibit 99.1 Financials, Page 7.

**ITEM IX: ISSUER'S CERTIFICATIONS**

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

- 1. I have reviewed this disclosure statement dated June 30, 2010, of B2 Digital Corporation:**
- 2. Based on my knowledge, this disclosure statement does not contain any 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: June 30, 2010**

/s/ Paul D.H. LaBarre

Paul D.H. LaBarre, President & CEO